

James H.M. Sprayregen, P.C.
Anup Sathy, P.C. (admitted *pro hac vice*)
Steven N. Serajeddini (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

-and-

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Matthew C. Fagen (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Co-Counsel to the Reorganized Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
	)	Chapter 11
)	
THE GYMBOREE CORPORATION, <i>et al.</i> , ¹	)	Case No. 17-32986 (KLP)
)	
Reorganized Debtors.	)	(Jointly Administered)
)	

**SUMMARY COVER SHEET TO THE FINAL
FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE
PERIOD FROM JUNE 11, 2017 THROUGH AND INCLUDING SEPTEMBER 7, 2017**

In accordance with the Local Bankruptcy Rules for the Eastern District of Virginia (the "Local Bankruptcy Rules"), Kirkland & Ellis LLP and Kirkland & Ellis International LLP

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, include: The Gymboree Corporation (5258); Giraffe Intermediate B, Inc. (0659); Gym-Card, LLC (5720); Gym-Mark, Inc. (6459); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, Inc. (6461); Gymboree Operations, Inc. (6463); and S.C.C. Wholesale, Inc. (6588). The location of the Reorganized Debtors' service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

(collectively, “K&E”), attorneys for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), submits this summary (this “Summary”) of fees and expenses sought as actual, reasonable, and necessary in the fee application to which this Summary is attached (the “Fee Application”)² for the period from June 11, 2017 through September 7, 2017 (the “Fee Period”).

K&E submits the Fee Application as a final fee application in accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 387] (the “Interim Compensation Order”).

General Information

Name of Applicant:	Kirkland & Ellis LLP and Kirkland & Ellis International LLP
Authorized to Provide Services to:	The Gymboree Corporation, <i>et al.</i>
Petition Date:	June 11, 2017
Date of Order Authorizing the Debtors to Retain K&E [Docket No. 356]:	July 11, 2017, <i>nunc pro tunc</i> to June 11, 2017

Summary of Fees and Expenses Sought in the Fee Application

Period for Which Compensation and Reimbursement is Sought in the Fee Application:	June 11, 2017 through September 7, 2017
Voluntary Fee Waiver and Expense Reduction in this Fee Period:	Reduced fees by \$76,145.50 and expenses by \$19,196.94 ³

² Capitalized terms used but not otherwise defined in this Summary shall have the meanings ascribed to such terms in the Fee Application.

³ K&E voluntarily reduced its fees and expenses by the amounts described above and consequently does not seek payment of these fees and expenses in this Fee Application.

Amount of Compensation Sought as Actual,
Reasonable, and Necessary for the Fee Period: \$3,368,247.00

Amount of Expense Reimbursement Sought as
Actual, Reasonable, and Necessary for the Fee Period: \$96,476.04

Total Compensation and Expense
Reimbursement Requested for the Fee Period: \$3,464,723.04

Rate Increases Applicable to the Fee Period

Total Amount of Compensation
Sought for the Fee Period, Calculated
Using Rates as of the Date of Retention: \$3,225,457.50

Summary of Past Requests for Compensation and Prior Payments

Total Amount of Compensation Previously Requested
Pursuant to the Interim Compensation Order to Date: \$3,368,247.00

Total Amount of Expense
Reimbursement Previously Requested
Pursuant to the Interim Compensation Order to Date: \$96,476.04

Total Compensation Approved
Pursuant to the Interim Compensation Order to Date: \$0.00

Total Amount of Expense Reimbursement Approved
Pursuant to the Interim Compensation Order to Date: \$0.00

Total Allowed Compensation Paid to Date: \$0.00

Total Allowed Expenses Paid to Date: \$0.00

Compensation Sought in
this Application Already Paid Pursuant to
the Interim Compensation Order But Not Yet
Allowed: \$1,644,784.00

Expenses Sought In This
Application Already Paid Pursuant to the
Interim Compensation Order But Not Yet Allowed: \$48,699.61

Richmond, Virginia
Date: November 13, 2017

/s/ Joshua A. Sussberg

Joshua A. Sussberg, P.C.

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL
LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Counsel to the Reorganized Debtors

James H.M. Sprayregen, P.C.
Anup Sathy, P.C. (admitted *pro hac vice*)
Steven N. Serajeddini (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

-and-

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Matthew C. Fagen (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Co-Counsel to the Reorganized Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
	)	Chapter 11
)	
THE GYMBOREE CORPORATION, <i>et al.</i> , ¹	)	Case No. 17-32986 (KLP)
)	
Reorganized Debtors.	)	(Jointly Administered)
)	

**FINAL FEE APPLICATION OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD
FROM JUNE 11, 2017 THROUGH AND INCLUDING SEPTEMBER 7, 2017**

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “K&E”), attorneys for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its final fee application (the “Fee Application”) for allowance of compensation

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, include: The Gymboree Corporation (5258); Giraffe Intermediate B, Inc. (0659); Gym-Card, LLC (5720); Gym-Mark, Inc. (6459); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, Inc. (6461); Gymboree Operations, Inc. (6463); and S.C.C. Wholesale, Inc. (6588). The location of the Reorganized Debtors’ service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

for professional services provided in the amount of \$3,368,247.00 and reimbursement of actual and necessary expenses in the amount of \$96,476.04 that K&E incurred for the period from June 11, 2017 through September 7, 2017 (the “Fee Period”). In support of this Fee Application, K&E submits the declaration of Joshua A. Sussberg, a partner at K&E, (the “Sussberg Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Fee Application, K&E respectfully states as follows.

Jurisdiction, Venue, and Procedural Background

1. The United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 2014-1 and 2016-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 387] and (the “Interim Compensation Order”).

Background

4. On June 11, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On June 12, 2017, the Court entered an order [Docket No. 69] authorizing the joint administration and procedural consolidation of the

Debtors' chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No entity has requested the appointment of a trustee or examiner in these chapter 11 cases. On June 22, 2017, the United States Trustee for the Eastern District of Virginia (the "U.S. Trustee") appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Creditors' Committee") [Docket No. 175].

5. A description of the Debtors' businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of James A. Mesterharm, Chief Restructuring Officer of the Gymboree Corporation, in Support of Chapter 11 Petitions and First Day Motions*, filed on June 12, 2017 [Docket No. 30] and incorporated herein by reference.

6. On July 11, 2017, the Court entered the Interim Compensation Order [Docket No. 387], which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

7. Less than four months after the Petition Date, the Court entered an order [Docket No. 646] (the "Confirmation Order") confirming the *Amended Joint Chapter 11 Plan of Reorganization of The Gymboree Corporation and its Debtor Affiliates* [Ex. A to Docket No. 646] (the "Plan").² The Debtors consummated the Plan and emerged from chapter 11 on September 29, 2017 (the "Effective Date") [Docket No. 676].

Preliminary Statement and Case Status Summary

8. These chapter 11 cases were successful by any definition. Amidst widespread turmoil in the retail industry, the Debtors negotiated and quickly implemented a comprehensive restructuring that substantially delevered the Debtors' balance sheet and right sized their retail

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

footprint. This prenegotiated restructuring, as originally reflected in the restructuring support agreement (the “Restructuring Support Agreement”) and subsequently incorporated into the Plan, was consummated in less than four months with complete consensus. More specifically, and in addition to unanimous support from their secured term loan lenders, the Debtors negotiated a settlement agreement with the Creditors’ Committee that resulted in unsecured creditor support for the Plan.

9. During the Fee Period, K&E, together with the Debtors’ other professionals, assisted the Debtors in, among other things, drafting and negotiating the Plan and disclosure statement (the “Disclosure Statement”), securing the approval of numerous “first day” and “second day” motions, negotiating amendments to and/or analyzing and documenting the rejection of multiple onerous contracts and leases, reaching a global settlement with the Creditors’ Committee, and obtaining confirmation of the Plan. Given these accomplishments and the complexities of the Debtors’ business and restructuring, K&E submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period is reasonable and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases, and should be approved.

The Debtors’ Retention of K&E

10. On July 11, 2017, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 356] (the “Retention Order”), attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim Compensation Order. The Retention Order also authorizes the Debtors to

compensate K&E at K&E's hourly rates charged for services of this type and to reimburse K&E for K&E's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E's engagement are detailed in the engagement letter by and between K&E and the Debtors, effective as of February 1, 2017 and attached hereto as **Exhibit C** (the "Engagement Letter").

11. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their business and properties;
- b. preparing pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates and consistent with the services identified in the Retention Order;
- c. appearing before the Court [and any appellate courts] to represent the interests of the Debtors' estates before those courts in connection with the services in the Retention Order; and
- d. performing all other legal services reasonably necessary or otherwise beneficial for the Debtors in connection with these chapter 11 cases.

Disinterestedness of K&E

12. To the best of the Debtors' knowledge and as disclosed in the *Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 186] (the "K&E Declaration"), (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and

(b) K&E has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the K&E Declaration.

13. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the K&E Declaration, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts.

14. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

15. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the K&E Declaration, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

16. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Interim Compensation Order

17. This Fee Application has been prepared in accordance with the Interim Compensation Order.

18. K&E seeks final allowance of compensation for professional services rendered to the Debtors during the Fee Period in the amount of \$3,368,247.00 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$96,476.04. During the Fee Period, K&E attorneys and paraprofessionals expended a total of 4,122.90 hours for which compensation is requested.

19. In accordance with the Interim Compensation Order, as of the date hereof, K&E has received payments totaling \$1,693,483.61 (\$1,644,784.00 of which was for services provided and \$48,699.61 of which was for reimbursement of expenses) for the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing on this Fee Application, K&E seeks payment of the remaining \$1,771,239.43, which amount represents the entire amount of the unpaid fees and expenses incurred between June 11, 2017 and September 7, 2017.³

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

20. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

³ This amount also reflects the 20% holdback for the Fee Period.

B. Fees Incurred During Fee Period.

21. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as disclosed in the first interim application;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 186] (the "Retention Application").

C. Expenses Incurred During Fee Period.

22. In the ordinary course of K&E's practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard duplication in its offices in the United States. K&E does not charge its clients for incoming facsimile transmissions.

23. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

24. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

25. To provide a meaningful summary of K&E's services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures, certain subject matters categories (each, a "Matter Category") in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:⁴

Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
0002	Chapter 11 Filing	627 - 702	84.40	\$500,000.00 - \$560,000.00	\$42,134.50
0003	Adversary Proceeding and Contested Matters	209 - 234	0.20	\$180,000.00 - \$201,600.00	\$68.00
0004	Asset Analysis and Recovery	46 - 51	0.00	\$40,000.00 - \$44,800.00	\$0.00
0005	Automatic Stay	125 - 140	9.00	\$100,000.00 - \$112,000.00	\$5,620.50
0006	Business Operations	287 - 322	22.10	\$245,000.00 - \$274,400.00	\$18,903.00
0007	Case Administration	214 - 240	70.10	\$150,000.00 - \$168,000.00	\$33,765.50
0008	Claims Analysis and Objections	142 - 159	56.20	\$120,000.000 - \$134,400.00	\$38,934.50
0009	Corporate and Securities Matters	184 - 206	355.30	\$175,000.00 - \$196,000.00	\$325,528.50
0010	Creditor and Stakeholder Issues	209 - 234	50.00	\$180,000.00 - \$201,600.00	\$38,017.50
0011	Creditor Committee Issues	139 - 156	216.80	\$120,000.00 - \$134,400.00	\$157,902.50
0012	DIP, Cash Collateral, Cash Management	491 - 549	544.60	\$500,000.00 - \$560,000.00	\$470,796.00
0013	Disclosure Statement, Plan, Confirmation	2,111 - 2,364	1,396.10	\$1,900,000.00 - \$2,128,000.00	\$1,219,765.50

⁴ In certain instances K&E may have billed the same amount of fees, but different amount of hours to different matter categories. This difference is the result of different staffing of each such matter category.

Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
0014	Employee Issues	211 - 236	122.60	\$175,000.00 - \$196,000.00	\$120,220.00
0015	Executory Contracts, Unexpired Leases	210 - 235	119.70	\$175,000.00 - \$196,000.00	\$99,426.00
0016	Fees, Employment Application and Objection	186 - 209	298.40	\$140,000.00 - \$156,800.00	\$204,649.00
0017	Hearings	231 - 259	240.90	\$200,000.00 - \$224,000.00	\$183,809.50
0018	Insurance	67 - 75	92.70	\$55,000.00 - \$61,600.00	\$60,722.50
0019	Non-Working Travel Time	190 - 213	159.20	\$170,000.00 - \$190,400.00	\$125,807.50
0020	Other Operational Issues	64 - 72	0.00	\$60,000.00 - \$67,200.00	\$0.00
0021	Schedules and SOFAs	110 - 123	10.40	\$85,000.00 - \$95,200.00	\$9,140.00
0022	Tax Issues	83 - 93	60.90	\$80,000.00 - \$89,600.00	\$63,236.50
0023	US Trustee Issues	145 - 162	8.30	\$125,000.00 - \$140,000.00	\$5,446.50
0024	Use, Sale, Lease of Property	88 - 99	30.10	\$80,000.00 - \$89,600.00	\$20,847.50
0025	Utilities	117 - 131	124.30	\$95,000.00 - \$106,400.00	\$86,288.50
0026	Vendor and Supplier Issues	421 - 472	50.60	\$350,000.00 - \$392,000.00	\$37,217.50
0027	Expenses	0-0	0.00	\$0.00 - \$0.00	\$0.00
Totals		6,907-7,736	4,122.90	\$6,000,000.000 - \$6,720,000.00	\$3,368,247.00

26. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11 cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

27. In addition, K&E's computerized records of time expended providing professional services to the Debtors and their estates are attached hereto as **Exhibit I**, and K&E's records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached as **Exhibit J**.

(a) Chapter 11 Filing [Matter No. 2]

Total Fees: \$42,134.50

Total Hours: 84.40

28. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the filing of the Debtors' chapter 11 petitions and various "first day" pleadings and related notices during the initial days of these chapter 11 cases, including, without limitation, (a) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, affidavits and notices; and (b) preparing for the "first day" hearing, including drafting hearing notes and related materials and preparing potential witnesses in connection with certain of the "first day" motions.

29. Specifically, the Debtors filed several motions seeking orders authorizing the Debtors to pay various prepetition claims. Entry of these orders eased the strain on the Debtors' relationships with employees, vendors, customers, and taxing authorities as a consequence of the commencement of these chapter 11 cases. Among other things, these orders authorized the Debtors to (a) pay certain critical and foreign vendors, suppliers, and lien claimants; (b) pay certain prepetition employee wages and benefits; (c) maintain the Debtors' cash management system; (d) use prepetition bank accounts, checks and other business forms; (e) make tax payments to federal, local, and state taxing authorities; (f) prohibit utility companies from discontinuing services; and (g) maintain prepetition insurance policies and enter into new insurance policies.

(b) Adversary Proceedings & Contested Matters [Matter No. 3]

Total Fees: \$68.00
Total Hours: 0.20

30. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to adversary proceedings or other adversarial matters.

(c) Automatic Stay [Matter No. 5]

Total Fees: \$5,620.50
Total Hours: 9.00

31. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the imposition of the automatic stay. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) corresponding with the Debtors and third parties with respect to the stay of intellectual property and employment litigation; and
- (ii) responding to inquiries from counsel regarding the status of proceedings stayed upon the commencement of the Debtors' chapter 11 cases.

(d) Business Operations [Matter No. 6]

Total Fees: \$18,903.00
Total Hours: 22.10

32. It was important for the Debtors and their advisors to create and implement an all-encompassing and cohesive strategy for maintaining business operations with minimal disruptions during the course of the Debtors' chapter 11 cases. K&E attorneys and paraprofessionals spent time developing a strategy with the Debtors to ensure a smooth transition into chapter 11 and to ensure that going forward the business operations continue without interruption. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) developing a strategy with the Debtors to ensure a smooth transition into chapter 11 and to ensure the continued success of the Debtors' business operations; and

- (ii) researching, reviewing, and analyzing various operational issues arising by virtue of the Debtors' chapter 11 filing.

(e) **Case Administration [Matter No. 7]**

Total Fees: \$33,765.50

Total Hours: 70.10

33. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' chapter 11 cases. To the extent possible, K&E's paraprofessionals attended to these general administrative matters. Specifically, K&E paraprofessionals monitored the dockets for these chapter 11 cases to track the filing of pleadings and to remain apprised of critical dates, including those related to such pleadings. For each pleading filed, K&E paraprofessionals ensured that the appropriate attorneys and personnel of the Debtors and the Debtors' other advisors remained apprised of the filed documents and relevant objection and response deadlines, hearing dates, and other critical dates.

34. Time billed to this Matter Category also includes work and meetings related to multiple matters such that the time cannot be easily allocated to one of the other matters.

(f) **Claims Administration and Objections [Matter No. 8]**

Total Fees: \$38,934.50

Total Hours: 56.20

35. This Matter Category includes time K&E attorneys and paraprofessionals spent on matters related to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, drafting, and revising the Debtors' proofs of claim bar date motion and negotiating with various stakeholders regarding the relief requested therein;
- (ii) researching, drafting, and revising the Debtors' claims objection procedures motion and coordinating with the Creditors' Committee and

the Debtors' other retained professionals with respect to claims analysis and the claims administration process; and

- (iii) researching, discussing, and corresponding with creditors regarding various claims process and objection questions.

(g) Corporate and Securities Matters[Matter No. 9]

Total Fees: \$325,528.50

Total Hours: 355.30

36. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors and their boards of directors (the "Board") regarding various corporate governance and securities issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing for and participating in presentations to the Board regarding significant updates, negotiations, and proposed settlements in the Debtors cases;
- (ii) preparing, reviewing, and revising materials for board meetings;
- (iii) analyzing, discussing, and addressing various corporate governance issues;
- (iv) negotiating, preparing reviewing, and revising the Rights Offering materials;
- (v) negotiating, preparing, reviewing, and revising the Backstop Commitment; and
- (vi) complying with corporate governance requirements including revising minutes, board resolutions, and amendments to corporate documents, as necessary.

(h) Creditor and Stakeholder Issues [Matter No. 10]

Total Fees: \$38,017.50

Total Hours: 50.00

37. This Matter Category includes time spent by K&E attorneys and paraprofessionals responding to miscellaneous inquiries from individual creditors related to their claims and the Debtors' chapter 11 proceedings.

(i) **Creditor Committee Issues [Matter No. 11]**

Total Fees: \$157,902.50
Total Hours: 216.80

38. This Matter Category includes time spent by K&E attorneys meeting and corresponding with the Creditors' Committee's advisors and the Debtors' prepetition lenders and their advisors to provide updates as to developments in the cases, providing relevant information and access to the Debtors and their records as requested, and responding to miscellaneous creditor inquiries. During the Fee Period, K&E attorneys and paraprofessionals organized, prepared for, and attended the formational creditors' meeting. K&E attorneys and paraprofessionals also spent time responding to information requests from the Creditors' Committee and coordinating with the Debtors' other advisors to create and maintain a data site to more efficiently respond to diligence requests. K&E also spent considerable time negotiating with the Creditors' Committee, which resulted in the Creditors' Committee's support for the confirmed Plan and increased the cash recoveries available to satisfy holders of general unsecured claims by over \$4 million.

(j) **DIP, Cash Collateral, Cash Management [Matter No. 12]**

Total Fees: \$470,796.00
Total Hours: 544.60

39. This Matter Category includes time spent by K&E securing postpetition financing and the consensual use of cash collateral, which was essential to providing the Debtors with the necessary liquidity to fund their operations during these chapter 11 cases. More specifically, K&E attorneys and paraprofessionals spent time negotiating with the Creditors' Committee, the U.S. Trustee, several landlords, and the DIP Lenders regarding the interim [Docket No. 86] and final [Docket No. 384] (the "Interim DIP Order," and the "Final DIP Order," respectively) orders

authorizing the Debtors' postpetition financing and providing for continued access to cash collateral. K&E's efforts in this regard included:

- (i) drafting and finalizing the documentation and final order approving the DIP Facilities and use of cash collateral, including various provisions addressing concerns of parties-in-interest in these chapter 11 cases;
- (ii) preparing for closing of the DIP Facilities, including closing documentation, as well as negotiating and preparing amendment, consent, and compliance documentation as required throughout these chapter 11 cases;
- (iii) analyzing and coordinating with the Debtors, lenders, Creditors' Committee, and the Debtors' other retained professionals regarding financing issues; and
- (iv) drafting and finalizing the documentation related to the Exit Facility under the Plan.

(k) Disclosure Statement, Plan, Confirmation [Matter No. 13]

Total Fees: \$1,219,765.50

Total Hours: 1,396.10

40. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to developing a disclosure statement and a plan of reorganization in connection with these chapter 11 cases. While the Restructuring Support Agreement assured that the Plan would receive the overwhelming support of the Debtors' secured lenders and equityholders, global consensus was never a foregone conclusion. Throughout the chapter 11 cases, the Creditors' Committee, landlords, and other parties in interest raised numerous formal and informal objections to the Plan and the Debtors' related restructuring efforts. In response, K&E spent considerable time negotiating with, and providing diligence and discovery materials to, all parties in interest, seeking consensus wherever possible. As a result of these efforts, the Debtors were able to resolve many formal and informal objections to the relief the Debtors sought during the chapter 11 cases, including objections to

the approval of the debtor-in-possession financing facilities, approval of the Disclosure Statement, and confirmation of the Plan. Specifically, after extensive negotiations, the Debtors were able to reach a resolution with the Creditors' Committee that increased the cash recoveries available to satisfy holders of general unsecured claims by over \$4 million. Moreover, the Plan preserved the Debtors' ability to continue as a going concern, thus maximizing the long-term "upside" for all claimants receiving the new Gymboree common shares under the Plan and for parties who transact with the Debtors on a go-forward basis. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting, negotiating, and filing the documents comprising the Plan Supplement [Docket Nos. 535, 597, 618, 631, 675, 709, and 750];
- (ii) drafting, revising, and negotiating the Plan;
- (iii) drafting and revising the *Debtors' Motion for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Plan of Reorganization, (III) Approving the Forms of Ballots and Notices in Connection therewith, (IV) Approving the Rights Offerings Procedures, (V) Scheduling Certain Dates with Respect thereto, and (VI) Granting Related Relief* [Docket No. 144];
- (iv) drafting and revising the Disclosure Statement [Docket No. 449];
- (v) drafting and revising solicitation materials for voting on the Plan;
- (vi) drafting and revising the proposed Confirmation Order;
- (vii) drafting and revising the *Debtors' Memorandum of Law in Support of Confirmation of the Amended Joint Chapter 11 Plan of Reorganization of The Gymboree Corporation and its Debtor Affiliates* [Docket No. 600];
- (viii) researching and responding to various objections to confirmation of the Plan; and
- (ix) obtaining confirmation of the Plan.

(l) Employee Issues [Matter No. 14]

Total Fees: \$120,220.00
Total Hours: 122.60

41. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the employee issues, including analysis regarding employee compensation matters and analyzing and responding to various employee issues, including regarding employee benefits and retiree arrangements. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing and analyzing severance issues;
- (ii) drafting and revising severance plans;
- (iii) drafting and revising employment agreements; and
- (iv) reviewing and analyzing new hire issues.

(m) Executory Contracts, Unexpired Leases [Matter No. 15]

Total Fees: \$99,426.00
Total Hours: 119.70

42. This Matter Category includes time spent by K&E attorneys examining issues related to the Debtors' executory contracts and unexpired leases. K&E attorneys spent time researching, analyzing, renegotiating, or rejecting the Debtors' obligations under their various executory contracts and unexpired leases. Specifically, K&E attorneys spent time:

- (i) researching issues regarding potential rejection of certain leases and executory contracts and drafting procedures for the assumption and rejection of executory contracts and unexpired leases in these chapter 11 cases;
- (ii) researching and drafting motions to conduct going-out-of-business sales and reject related unexpired leases, responding to objections to the same, and negotiating and preparing related side letters;
- (iii) corresponding and conferencing with executory contract and unexpired lease counterparties regarding treatment of the same during these

chapter 11 cases and under the Plan and negotiating resolutions to issues raised by such counterparties; and

- (iv) researching and analyzing various issues related to unexpired leases, including rejection damages, stub rent, and various landlords' claims.

(n) **Fees, Employment Application and Objection [Matter No. 16]**

Total Fees: \$204,649.00

Total Hours: 298.40

43. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the retention of K&E as the Debtors' counsel and ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing pleadings and a comprehensive conflict analysis necessary to obtain the order of the Court approving the employment of K&E to represent the Debtors;
- (ii) implementing internally established procedures which require the continuous analysis of potential new conflicts;
- (iii) preparing updated professional disclosures for filing with the Court;
- (iv) preparing and distributing K&E's monthly fee statements in accordance with the Interim Compensation Order; and
- (v) reviewing all time entries to ensure compliance with the Interim Compensation Order and applicable provisions of the Bankruptcy Code, and to make necessary redactions to preserve the confidentiality of the work performed for the Debtors;
- (vi) preparing and obtaining Court approval of the Debtors' retention of Prime Clerk LLC, as claims and noticing agent and administrative advisor [Docket Nos. 77, 363];
- (vii) preparing and obtaining Court approval of the Debtors' retention of A&G Realty Partners, LLC, as real estate consultant [Docket No. 357];
- (viii) preparing and obtaining Court approval of the Debtors' retention of Lazard Frères & Co., LLC, as Investment Banker [Docket No. 358];

- (ix) preparing and obtaining Court approval of the Debtors' retention of Siegfried Group, LLP, as account and financial professional resources consultants [Docket. No. 369];
 - (x) preparing and obtaining Court approval of the Debtors' retention of AP Services, LLC, as restructuring advisor [Docket No. 468];
 - (xi) preparing and obtaining Court approval of the Debtors' retention of KPMG, LLP, as internal audit advisors and tax consultants [Docket No. 368];
 - (xii) preparing the Debtors' application to retain Deloitte & Touche LLP, as fresh start accounting planning and implementation advisor [Docket No. 670];
 - (xiii) coordinating with the Debtors, their other advisors, and the U.S. Trustee with respect to ordinary course professional retentions and complying with the related disclosure requirements of applicable provisions of the Bankruptcy Code;
 - (xiv) preparing, negotiating with the U.S. Trustee, and obtaining Court approval of the interim compensation procedures [Docket No. 387]; and
 - (xv) reviewing retention applications filed by the Creditors' Committee's professionals and coordinating with the Creditors' Committee regarding these retentions and reviewing related fee statements.
- (o) **Hearings [Matter No. 17]**

Total Fees: \$183,809.50

Total Hours: 240.90

44. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to preparing for and attending several hearings during the Fee Period (each a "Hearing" and, collectively, the "Hearings"), including preparing agendas, orders, and binders related to Hearings, settling orders before and after Hearings, and corresponding with various parties in preparation for, and after the Hearings. These services also included conferences to discuss multiple matters scheduled for a specific Hearing and coordinating Hearing logistics. During the Fee Period, K&E attorneys and paraprofessionals spent considerable time preparing for and attending Hearings including:

- (i) the “first day” hearing on June 12, 2017;
- (ii) the “second day” hearing on July 11, 2017;
- (iii) the Disclosure Statement hearing on July 24, 2017; and
- (iv) the confirmation hearing on September 7, 2017.

(p) Insurance [Matter No. 18]

Total Fees: \$60,722.50
Total Hours: 92.70

45. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that Debtors’ insurance policies were maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting and revising the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue and Renew their Liability, Property, Casualty, and Other Insurance Policies and Honor All Obligations in Respect thereof, (B) Continue and Renew their Prepetition Insurance Premium Financing Agreements, and (C) Continue the Surety Bond Program, and (II) Granting Related Relief* [Docket No. 21];
- (ii) negotiating the postpetition insurance program with the insurance provider; and
- (iii) drafting and revising the *Debtors’ Motion for Entry of an Order (I) Authorizing Assumption of the Prepetition Insurance Program, (II) Authorizing the Debtors to Enter into the Postpetition Insurance Program, and (III) Granting Related Relief* [Docket No. 244].

(q) Non-Working Travel Time [Matter No. 19]

Total Fees: \$125,807.50
Total Hours: 159.20

46. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to traveling in connection with their representation of the Debtors. The amounts presented for review and the request for payment in the Fee Application reflect a reduction of one half the charges for travel time.

(r) Schedules and SOFAs [Matter No. 21]

Total Fees: \$9,140.00
Total Hours: 10.40

47. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to advising the Debtors, Prime Clerk, LLC, and other advisors in connection with the preparation, review, revision, and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs (the "Schedules and Statements"). Moreover, K&E attorneys advised the Debtors regarding drafting the Schedules and Statements, attended regular conferences with the Debtors and their advisors regarding the same, and conferred and corresponded with the Debtors and K&E professionals regarding the monthly operating reports.

(s) Tax Issues [Matter No. 22]

Total Fees: \$63,236.50
Total Hours: 60.90

48. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting legal research, preparing correspondence and pleadings, and generally advising the Debtors on tax issues relating to or arising during the chapter 11 cases. During the Fee Period, K&E attorneys were responsible for researching and analyzing certain tax issues arising in connection with the Debtors' chapter 11 cases and business operations.

(t) U.S. Trustee Issues [Matter No. 23]

Total Fees: \$5,446.50
Total Hours: 8.30

49. This Matter Category includes time spent by K&E attorneys and paraprofessionals corresponding with the U.S. Trustee with respect to the following issues:

- (i) conducting discussions, phone calls and correspondence with the U.S. Trustee regarding K&E's retention and responding to questions and comments regarding the same; and
- (ii) coordinating efforts among the Debtors and their other professionals to address various concerns and issues raised by the U.S. Trustee with respect to the retention of the Debtors' other professionals and ensuring that these professionals were ultimately retained without any objection to assist in the Debtors' chapter 11 cases.

(u) **Use, Sale, Lease of Property [Matter No. 24]**

Total Fees: \$20,847.50
Total Hours: 30.10

50. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the Debtors' property interests, including with respect to the Debtors' approximately 1,300 real property leases.

(v) **Utilities [Matter No. 25]**

Total Fees: \$86,288.50
Total Hours: 124.30

51. This Matter Category includes time spent by K&E attorneys providing services relating to utility providers and the continuation of utility services. Specifically, K&E attorneys spent time researching issues surrounding adequate assurance and corresponding with numerous utility providers and the Debtors regarding notice to the case, continuation of services, and requests for provision of additional adequate assurance.

(w) **Vendor and Supplier Issues [Matter No. 26]**

Total Fees: \$37,217.50
Total Hours: 50.60

52. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on vendor and supplier issues, including with respect to first day relief and postpetition business activities. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) corresponding and coordinating with the Debtors and the Debtors' other professionals to address foreign vendor issues;
- (ii) drafting and revising replies to objections filed by various vendors to the Debtors' first day motions;
- (iii) reviewing and revising vendor trade agreements; and
- (iv) corresponding and coordinating with the Debtors and the Debtors' other professionals to facilitate postpetition payment of vendors.

Actual and Necessary Expenses Incurred by K&E

53. As set forth in **Exhibit J** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$96,476.04 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit J** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

Reasonable and Necessary Services Provided by K&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.

54. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

55. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of

troubled companies, with over 100 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the creditors' committee or have acted as special counsel in many large chapter 11 cases.

56. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate and tax groups were heavily involved with K&E's representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.

57. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

58. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and circumstances of these chapter 11 cases required overnight delivery of documents and other

materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

59. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. During the Fee Period, K&E voluntarily reduced its fees by \$76,145.50 and expenses by \$19,196.94. Consequently, K&E does not seek payment of such fees or reimbursement of such expenses in the Fee Application.

K&E's Requested Compensation and Reimbursement Should be Allowed

60. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- a. the time spent on such services;
- b. the rates charged for such services;

- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- e. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

61. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

62. During the course of these chapter 11 cases, K&E's hourly billing rates for attorneys ranged from \$555.00 to \$1,475.00. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

63. Moreover, K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

64. In sum, K&E respectfully submits that the professional services provided by K&E on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E's services provided, the value of K&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

65. No previous application for the relief sought herein has been made to this or any other Court.

Reservation of Rights and Notice

66. It is possible that some professional time expended or expenses incurred during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such amounts in future fee applications. In addition, the Debtors have provided notice of this Fee Application to: (a) the Reorganized Debtors, The Gymboree Corporation, 71 Stevenson Street, Suite 2200, San Francisco, California 94105, Attn: Kimberly H. MacMillan; (b) counsel to the Reorganized Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Anup Sathy, P.C. and Steven N. Serajeddini and Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, P.C. and Matthew C. Fagen; (c) co-counsel to the Reorganized Debtors, Kutak Rock LLP, 901 East Byrd Street, Suite 1000,

Richmond, Virginia 23219, Attn: Michael A. Condyles, Peter J. Barrett and Jeremy S. Williams; (d) the Office of the United States Trustee for the Eastern District of Virginia, 701 East Broad Street, Suite 4304, Richmond, Virginia 23219, Attn: Robert B. Van Arsdale, Esq., and 101 West Lombard Street, Suite 2625, Baltimore, Maryland 21201, Attn: Hugh M. Bernstein; (e) counsel to the official committee of unsecured creditors, Hahn & Hessen LLP, 488 Madison Avenue, New York, New York 10022, Attn: Mark T. Power and Mark S. Indelicato; (f) counsel to the DIP Term Loan Agent, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, New York 10005-1413, Attn: Dennis F. Dunne and Evan R. Fleck, and McGuireWoods LLP, 800 E. Canal Street, Richmond, Virginia 23219, Attn: Dion W. Hayes and Sarah B. Boehm; (g) counsel to the DIP ABL Administrative Agent, Morgan, Lewis & Bockius LLP, One Federal St., Boston, Massachusetts 02110, Attn: Julia Frost-Davies and Amelia C. Joiner and Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219, Attn: Tyler P. Brown; (h) counsel to the DIP ABL Term Agent, Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts 02110, Attn: Kevin J. Simard and Jennifer C. Fenn and Whiteford Taylor Preston, LLP, 3190 Fairview Park Drive, Suite 800, Falls Church, Virginia 22042-4510, Attn: Christopher A. Jones; (i) counsel to the indenture trustee for the Debtors' senior unsecured notes, Moses & Singer LLP, The Chrysler Building, 405 Lexington Avenue, New York, New York 10174-1299, Attn: Kent C. Kolbig; (j) counsel to Bain Capital Private Equity LP, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Matt Barr and Robert Lemons; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002.

No Prior Request

67. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, K&E respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit K**, (a) awarding K&E final compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$3,368,247.00, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$96,476.04; (b) authorizing and directing the Debtors to remit payment to K&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Richmond, Virginia
Date: November 13, 2017

/s/ Joshua A. Sussberg
Joshua A. Sussberg, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL
LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Reorganized Debtors

Exhibit A

Sussberg Declaration

James H.M. Sprayregen, P.C.
Anup Sathy, P.C. (admitted *pro hac vice*)
Steven N. Serajeddini (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

-and-

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Matthew C. Fagen (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Co-Counsel to the Reorganized Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
	)	Chapter 11
)	
THE GYMBOREE CORPORATION, <i>et al.</i> , ¹	)	Case No. 17-32986 (KLP)
)	
Debtors.	)	(Jointly Administered)
)	

**DECLARATION OF JOSHUA A. SUSSBERG IN
SUPPORT OF THE FINAL FEE APPLICATION OF KIRKLAND
& ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE
PERIOD OF JUNE 11, 2017 THROUGH AND INCLUDING SEPTEMBER 7, 2017**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner in the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York, 10022, and a

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: The Gymboree Corporation (5258); Giraffe Intermediate B, Inc. (0659); Gym-Card, LLC (5720); Gym-Mark, Inc. (6459); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, Inc. (6461); Gymboree Operations, Inc. (6463); and S.C.C. Wholesale, Inc. (6588). The location of the Reorganized Debtors' service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, "K&E").² I am the lead attorney from K&E working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Courts for the Southern District of New York and the Northern District of Illinois. There are no disciplinary proceedings pending against me.

2. I have read the foregoing final fee application of K&E, attorneys for the Debtors, for the Fee Period (the "Fee Application"). To the best of my knowledge, information and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Bankruptcy Rules 2014-1 and 2016-1.

3. In connection therewith, I hereby certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b) except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E's clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors' case;
- c) K&E is seeking compensation with respect to the approximately 38.6 hours and \$27,176.00 in fees spent reviewing or revising time records and preparing, reviewing, and revising invoices.³ K&E concurrently revised their invoices for privileged and confidential information, and accordingly did not spend any additional time reviewing time records to redact such privileged or confidential information;
- d) in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

³ This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.

- e) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules; and
- f) all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 13, 2017

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit B

Retention Order

James H.M. Sprayregen, P.C.
Anup Sathy, P.C. (admitted *pro hac vice*)
Steven N. Serajeddini (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

-and-

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Matthew C. Fagen (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Proposed Co-Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
	)	Chapter 11
)	
THE GYMBOREE CORPORATION, <i>et al.</i> , ¹	)	Case No. 17-32986 (KLP)
)	
Debtors.	)	(Jointly Administered)
)	
)	

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) authorizing the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: The Gymboree Corporation (5258); Giraffe Intermediate B, Inc. (0659); Gym-Card, LLC (5720); Gym-Mark, Inc. (6459); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, Inc. (6461); Gymboree Operations, Inc. (6463); and S.C.C. Wholesale, Inc. (6588). The location of the Debtors’ service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective *nunc pro tunc* to the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of James A. Mesterharm, the Chief Restructuring Officer of The Gymboree Corporation (the “Mesterharm Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Application at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys *nunc pro tunc* to the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, as modified herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
 - b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors’ estates, including prosecuting actions on the Debtors’ behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors’ estates;
 - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors’ estates;
 - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;

- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainers to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

11. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the “Client Waiver” of the right to object to fees and expenses once paid is not effective while the Client is a debtor-in-possession. The Client Waiver shall not be construed to limit, restrict, or impair, while Client is a debtor-in-possession, Client’s responsibility to protect and conserve estate assets by reviewing and objecting to the allowance of professional fees in accordance with 11 U.S.C. §§ 330, 331, and 1106(a)(1) (incorporating sections 704(a)(5) and 704(a)(2)).

12. To the extent the Application, the Sussberg Declaration, the Mesterharm Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

13. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Jul 11 2017, 2017
Richmond, Virginia

/s/ Keith L. Phillips
THE HONORABLE KEITH L. PHILLIPS
UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: Jul 11 2017

WE ASK FOR THIS:

/s/ Jeremy S. Williams

Michael A. Condyles (VA 27807)

Peter J. Barrett (VA 46179)

Jeremy S. Williams (VA 77469)

KUTAK ROCK LLP

901 East Byrd Street, Suite 1000

Richmond, Virginia 23219-4071

Telephone: (804) 644-1700

Facsimile: (804) 783-6192

- and -

James H.M. Sprayregen, P.C.

Anup Sathy, P.C. (admitted *pro hac vice*)

Steven N. Serajeddini (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

- and -

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)

Matthew C. Fagen (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Proposed Co-Counsel to the Debtors and Debtors in Possession

SEEN:

/s/ Hugh Bernstein

Hugh Bernstein

Office of the United States Trustee

101 West Lombard Street, Suite 2625

Baltimore, Maryland 21201

Telephone: (410) 962-4300

Facsimile: (410) 962-3537

- and -

Robert B. Van Arsdale, Esq.

Shannon Pecoraro, Esq.

Office of the United States Trustee

701 East Broad Street, Suite 4304

Richmond, Virginia 23219

Telephone: (804) 771-2310

Facsimile: (804) 771-2330

Office of the United States Trustee

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Jeremy S. Williams

Exhibit C

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, Illinois 60654

(312) 862-2000

www.kirkland.com

Anup Sathy, P.C.
To Call Writer Directly:
(312) 862-2046
anup.sathy@kirkland.com

Facsimile:
(312) 862-2200

February 1, 2017

Mr. Andrew North
The Gymboree Corporation
500 Howard Street
San Francisco, California 94105

Re: Retention to Provide Legal Services

Dear Mr. North:

We are very pleased that you have asked us to represent The Gymboree Corporation and all of its wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, "Client") in connection with a potential restructuring. Please note the Firm's representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this "Agreement") sets forth the terms of Client's retention of Kirkland & Ellis LLP (and, on an as needed basis, its affiliated entity Kirkland & Ellis International LLP (collectively, the "Firm")) to provide legal services and constitutes an agreement between the Firm and Client (the "Parties"). This Agreement sets forth the Parties' entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the "Engagement"), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates, which currently range from \$730 to \$1,500 for partners, \$405 to \$1,025 for associates and \$195 to \$420 for paraprofessionals, and in increments of one-tenth of an hour (or in other time increments as may otherwise required by a court). The Firm reserves the right to adjust the Firm's billing rates upon written notice from time to time in the ordinary course of the Firm's business.

Although the Firm will attempt to estimate fees to assist Client in Client's planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

KIRKLAND & ELLIS LLP

The Gymboree Corporation
February 1, 2017
Page 2

CONFIDENTIAL

Expenses. Expenses related to providing services shall be included in the Firm's statements as disbursements advanced by the Firm on Client's behalf. Such expenses will be for reasonable out-of-pocket amounts and include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement that includes the professional's name, the time spent and a description of the services rendered on each day, unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$150,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its

KIRKLAND & ELLIS LLP

The Gymboree Corporation
February 1, 2017
Page 3

CONFIDENTIAL

representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, and that such communications are capable of being intercepted by others, and that Client must inform the Firm if Client does not

KIRKLAND & ELLIS LLP

The Gymboree Corporation
February 1, 2017
Page 4

CONFIDENTIAL

wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents. The Firm agrees to take all reasonable measures to maintain confidentiality and preserve attorney client privilege of telephone communications. In the event of any issue concerning such communications, the Firm will take reasonable measures to maintain confidentiality and preserve attorney client privilege consistent with applicable law.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by the Firm's e-mail, and that such communications may be capable of being intercepted by others. The Firm agrees to take all reasonable measures to maintain confidentiality and preserve attorney client privilege of email communications. Client will provide notice to the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than seven years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

KIRKLAND & ELLIS LLP

The Gymboree Corporation
February 1, 2017
Page 5

CONFIDENTIAL

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client. The Firm notes that the Firm currently represents or has represented Bain Capital Private Equity, LP or their affiliates (collectively, the "Interested Parties") and will continue to do so in such unrelated matters. Because Client is engaged in activities (and may in the future engage in additional activities) in which Client's interests may diverge from those of the Interested Parties or the Firm's other clients, the possibility exists that the Interested Parties or one of the Firm's clients may take positions adverse to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which the Firm may be retained. In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (including in litigation, arbitration or other dispute resolution mechanisms). Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, equity holder, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Nevertheless, the Firm represents to Client that no such Passive Holding would prevent Firm from satisfying the "disinterestedness" standard used in Title 11 of the United States Code. Please let us know if

KIRKLAND & ELLIS LLP

The Gymboree Corporation
February 1, 2017
Page 6

CONFIDENTIAL

Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of Title 11 of the United States Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters. Any such conflicts counsel will be subject to the approval of Client.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client; provided, that they may not contain factual synopses of Client's matters or indicate generally the results achieved unless such facts and results become public information in the ordinary course through no fault of the Firm prior to use by the Firm.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and out-of-pocket expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm unless precluded by a court of competent jurisdiction: in responding to document subpoenas, and preparing for and testifying

KIRKLAND & ELLIS LLP

The Gymboree Corporation
February 1, 2017
Page 7

CONFIDENTIAL

at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement and supersedes all prior agreements. It can be amended or modified only in writing signed by both parties and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to

KIRKLAND & ELLIS LLP

The Gymboree Corporation
February 1, 2017
Page 8

CONFIDENTIAL

this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

KIRKLAND & ELLIS LLP

The Gymboree Corporation
February 1, 2017
Page 9

CONFIDENTIAL

Please confirm Client's agreement with the arrangements described in this letter by signing below and returning it to me via fax: (312) 862-2200

Very truly yours,

KIRKLAND & ELLIS LLP

By: Anup Sathy, P.C. (wks)
Printed Name: Anup Sathy, P.C.
Title: Partner

Agreed and accepted this 1st day of February, 2017

THE GYMBOREE CORPORATION

By: CBNA
Name: Andrew B. North
Title: Chief Financial Officer

KIRKLAND & ELLIS LLP

The Gymboree Corporation
February 1, 2017
Page 10

CONFIDENTIAL

ADDENDUM: List of Client Subsidiaries

Gym-Card LLC
Gymboree Retail Stores Inc.
Gymboree Manufacturing Inc.
Gymboree Operations Inc.
SCC Wholesale Inc.
Gym-Mark Inc.
Gymboree Australia Pty Ltd.
Gymboree Island LLC
Gymboree Inc.
Gymboree Canada Inc.

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2017

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics, and Printing:** The following list details K&E LLP's charges for duplicating, reprographics, and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.10 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Large or specialized binders - \$13/\$27 (Actual cost)
 - Production Blowbacks - \$0.10 per page for electronic batch printing over 500 pages
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.
- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class

or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.

- **Catering Charges:** Clients will be charged for any in-house catering service provided at meetings with Client or outside advisers to the Client's stakeholders in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences. Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.
- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger. Where a K&E LLP in-house messenger is used, we charge clients a standard transaction charge plus applicable cab fare.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are not charged for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is at the applicable cost (if any). There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable or from outside sources.
- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.

- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$4.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$4.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client. Prior to such engagement, the Firm will seek the Client's approval.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client, such engagements are subject to Client's approval.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit D

Budget and Staffing Plan

Budget and Staffing Plan

**(For Matter Categories for the Period Beginning
on June 11, 2017 and Ending on September 7, 2017)**

Budget

Matter Number	Project Category Description	Hours Budgeted	Total Compensation Budgeted
2	Chapter 11 Filing	627 - 702	\$500,000.00 - \$560,00.00
3	Adversary Proceeding and Contested Matters	209 - 234	\$180,000.00 - \$201,600.00
4	Asset Analysis and Recovery	46 - 51	\$40,000.00 - \$44,800.00
5	Automatic Stay	125 - 140	\$100,000.00 - \$112,000.00
6	Business Operations	287 - 322	\$245,000.00 - \$274,400.00
7	Case Administration	214 - 240	\$150,000.00 - \$168,000.00
8	Claims Analysis and Objections	142 - 159	\$120,000.000 - \$134,400.00
9	Corporate and Securities Matters	184 - 206	\$175,000.00 - \$196,000.00
10	Creditor and Stakeholder Issues	209 - 234	\$180,000.00 - \$201,600.00
11	Creditor Committee Issues	139 - 156	\$120,000.00 - \$134,400.00
12	DIP, Cash Collateral, Cash Management	491 - 549	\$500,000.00 - \$560,000.00
13	Disclosure Statement, Plan, Confirmation	2,111 - 2,364	\$1,900,000.00 - \$2,128,000.00
14	Employee Issues	211 - 236	\$175,000.00 - \$196,000.00
15	Executory Contracts, Unexpired Leases	210 - 235	\$175,000.00 - \$196,000.00
16	Fees, Employment Application and Objection	186 - 209	\$140,000.00 - \$156,800.00
17	Hearings	231 - 259	\$200,000.00 - \$224,000.00
18	Insurance	67 - 75	\$55,000.00 - \$61,600.00
19	Non-Working Travel Time	190 - 213	\$170,000.00 - \$190,400.00
20	Other Operational Issues	64 - 72	\$60,000.00 - \$67,200.00
21	Schedules and SOFAs	110 - 123	\$85,000.00 - \$95,200.00
22	Tax Issues	83 - 93	\$80,000.00 - \$89,600.00
23	US Trustee Issues	145 - 162	\$125,000.00 - \$140,000.00
24	Use, Sale, Lease of Property	88 - 99	\$80,000.00 - \$89,600.00
25	Utilities	117 - 131	\$95,000.00 - \$106,400.00
26	Vendor and Supplier Issues	421 - 472	\$350,000.00 - \$392,000.00
27	Expenses	0-0	\$0.00 - \$0.00
Totals		6,907-7,736	\$6,000,000.000 - \$6,720,000.00

Staffing Plan

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter Categories During the Budget Period	Average Hourly Rate¹
Partner	16	\$1,295.00
Associate	11	\$744.00
Legal Assistant	1	\$390.00
Case Assistant	1	\$240.00
Project Assistant	1	\$240.00
Total Attorney	27	\$920.00
Total Non-Attorney	3	\$348.00
Total	30	\$869.00

¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the chapter 11 cases.

Exhibit E

Voluntary Rate Disclosures

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period beginning on September 1, 2016 and ending on August 31, 2017 (the “Comparable Period”) was, in the aggregate, approximately \$785.96 per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately \$816.96 per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at K&E	Debtor Blended Hourly Rate for This Fee Application	Non-Bankruptcy Blended Hourly Rate
Partner	\$1,105.20	\$1,073.14
Of Counsel	\$0.00	\$794.46
Associate	\$776.92	\$676.52
Visiting Attorney	\$0.00	\$527.99
Law Clerk	\$0.00	\$313.21
Paralegal	\$388.78	\$303.42
Junior Paralegal	\$239.44	\$198.50
Support Staff	\$332.51	\$279.78
Total	\$816.96	\$785.96

¹ It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

² K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

Exhibit F

Summary of Total Fees Incurred and Hours Billed During the Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Gabor Balassa, P.C.	Partner	Litigation	1997	\$96,195.00	72.60	N/A	\$1,325.00	\$1,325.00	\$96,195.00
Thad Davis	Partner	Taxation	2005	\$52,650.00	46.80	N/A	\$1,125.00	\$1,125.00	\$52,650.00
Michael Falk	Partner	Employee Benefits	1998	\$647.50	0.50	N/A	\$1,295.00	\$1,295.00	\$647.50
Chad J. Husnick, P.C.	Partner	Restructuring	2004	\$466.00	0.40	N/A	\$1,165.00	\$1,165.00	\$466.00
Michelle Kilkenney, P.C.	Partner	Corporate	2002	\$79,257.50	64.70	N/A	\$1,225.00	\$1,225.00	\$79,257.50
Michael Krasnovsky	Partner	Executive Compensation	2004	\$545.00	0.50	N/A	\$1,090.00	\$1,090.00	\$545.00
Kevin L. Morris	Partner	Corporate	2002	\$59,541.00	53.40	N/A	\$1,115.00	\$1,115.00	\$59,541.00
Dennis M.. Myers, P.C.	Partner	Corporate	1996	\$10,259.50	7.10	N/A	\$1,445.00	\$1,445.00	\$10,259.50
Scott D. Price	Partner	Executive Compensation	1998	\$15,782.50	10.70	N/A	\$1,475.00	\$1,475.00	\$15,782.50
Anup Sathy, P.C.	Partner	Restructuring	1995	\$79,806.00	56.60	N/A	\$1,410.00	\$1,410.00	\$79,806.00
Joshua A. Sussberg, P.C.	Partner	Restructuring	2004	\$117,781.50	101.10	N/A	\$1,165.00	\$1,165.00	\$117,781.50
Katherine Bolanowski	Partner	Corporate	2009	\$21,010.50	20.30	N/A	\$1,035.00	\$1,035.00	\$21,010.50
John G. Caruso	Partner	Real Estate	1992	\$1,195.00	1.00	N/A	\$1,195.00	\$1,195.00	\$1,195.00
Thomas Dobleman	Partner	Corporate	2011	\$10,348.00	10.40	N/A	\$995.00	\$995.00	\$10,348.00
Craig J. Garvey	Partner	Corporate	2010	\$91,080.00	88.00	N/A	\$1,035.00	\$1,035.00	\$91,080.00
Andrew Idrizovic	Partner	Corporate	2009	\$133,927.00	134.60	N/A	\$995.00	\$995.00	\$133,927.00
Richard W. Kidd	Partner	Labor and Employment	1999	\$48,562.50	37.50	N/A	\$1,295.00	\$1,295.00	\$48,562.50
Scott Lerner	Partner	Litigation	2010	\$100,533.00	108.10	N/A	\$930.00	\$930.00	\$100,533.00
William T. Pruitt	Partner	Litigation	2004	\$9,135.00	9.00	N/A	\$1,015.00	\$1,015.00	\$9,135.00
Martin L. Roth	Partner	Litigation	2008	\$19,885.00	19.40	N/A	\$1,025.00	\$1,025.00	\$19,885.00
Steven Serajeddini	Partner	Restructuring	2010	\$251,194.50	242.70	N/A	\$1,035.00	\$1,035.00	\$251,194.50
Wayne E. Williams	Partner	Corporate	2006	\$322.50	0.30	N/A	\$1,075.00	\$1,075.00	\$322.50
Paul Zier	Partner	Corporate	2000	\$7,525.00	7.00	N/A	\$1,075.00	\$1,075.00	\$7,525.00
Shatra Bell	Associate	Intellectual Property	2014	\$514.50	0.70	N/A	\$735.00	\$735.00	\$514.50
Timothy Bow	Associate	Restructuring	2013	\$65,782.50	89.50	1	\$735.00	\$735.00	\$65,782.50
				\$140,864.50	168.70		\$835.00	\$735.00	\$123,994.50
James Dickson	Associate	Corporate	2013	\$3,483.00	5.40	1	\$645.00	\$645.00	\$3,483.00
				\$1,543.50	2.10		\$735.00	\$645.00	\$1,354.50
Merrick Doll	Associate	Corporate	2014	\$37,658.50	45.10	N/A	\$835.00	\$835.00	\$37,658.50
Matthew Fagen	Associate	Restructuring	2014	\$104,256.00	115.20	1	\$905.00	\$905.00	\$104,256.00
				\$378,275.50	396.10		\$955.00	\$905.00	\$358,470.50
Jaimeson Fedell	Associate	Restructuring	2014	\$18,898.50	29.30	1	\$645.00	\$645.00	\$18,898.50
				\$7,276.50	9.90		\$735.00	\$645.00	\$6,385.50
Ciara Foster	Associate	Restructuring	2017	\$46,009.50	82.90	1	\$555.00	\$555.00	\$46,009.50
				\$160,024.50	248.10		\$645.00	\$555.00	\$137,695.50
Kevin Frank	Associate	Corporate	2014	\$9,412.00	10.40	N/A	\$905.00	\$905.00	\$9,412.00

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Phil Giglio	Associate	Corporate	2014	\$2,421.50	2.90	1	\$835.00	\$835.00	\$2,421.50
				\$1,357.50	1.50		\$905.00	\$835.00	\$1,252.50
Garry Hartlieb	Associate	Restructuring	2015	\$30,702.00	47.60	1	\$645.00	\$645.00	\$30,702.00
				\$87,465.00	119.00		\$735.00	\$645.00	\$76,755.00
Tatum Ji	Associate	Labor and Employment	2015	\$2,392.50	3.30	1	\$725.00	\$725.00	\$2,392.50
				\$15,228.00	18.80		\$810.00	\$725.00	\$13,630.00
Sydney V. Jones	Associate	Labor and Employment	2014	\$4,930.00	6.80	N/A	\$725.00	\$725.00	\$4,930.00
John Kefer	Associate	Corporate	2014	\$44,320.50	60.30	1	\$735.00	\$735.00	\$44,320.50
				\$111,890.00	134.00		\$835.00	\$735.00	\$98,490.00
Laura Krucks	Associate	Restructuring	2015	\$98,857.50	134.50	1	\$735.00	\$735.00	\$98,857.50
				\$222,945.00	267.00		\$835.00	\$735.00	\$196,245.00
Daniel Latona	Associate	Restructuring	2016	\$129.00	0.20	N/A	\$645.00	\$645.00	\$129.00
Matthew N. Leist	Associate	Corporate	2015	\$55,018.50	85.30	1	\$645.00	\$645.00	\$55,018.50
				\$14,479.50	19.70		\$735.00	\$645.00	\$12,706.50
Gerardo Mijares-Shafai	Associate	Restructuring	2016	\$26,187.00	40.60	1	\$645.00	\$645.00	\$26,187.00
				\$104,737.50	142.50		\$735.00	\$645.00	\$91,912.50
Julia Onorato	Associate	Executive Compensation	2014	\$724.00	0.80	N/A	\$905.00	\$905.00	\$724.00
Dustin Paige	Associate	Real Estate	2012	\$3,629.00	3.80	N/A	\$955.00	\$955.00	\$3,629.00
John Peterson	Associate	Restructuring		\$10,489.50	18.90	1	\$555.00	\$555.00	\$10,489.50
				\$40,441.50	62.70		\$645.00	\$555.00	\$34,798.50
Michael Shultz	Associate	Real Estate	2014	\$905.00	1.00	N/A	\$905.00	\$905.00	\$905.00
Alison A. Skaife	Associate	Taxation	2013	\$9,210.50	10.90	1	\$845.00	\$845.00	\$9,210.50
				\$13,220.50	13.70		\$965.00	\$845.00	\$11,576.50
Allyson Smith	Associate	Restructuring	2017	\$6,660.00	12.00	1	\$555.00	\$555.00	\$6,660.00
				\$17,092.50	26.50		\$645.00	\$555.00	\$14,707.50
Sharad Thaper	Associate	Restructuring	2017	\$31,347.00	48.60	1	\$645.00	\$645.00	\$31,347.00
				\$26,460.00	36.00		\$735.00	\$645.00	\$23,220.00
Ben Tyson	Associate	Litigation	2017	\$415.00	0.50	1	\$830.00	\$830.00	\$415.00
				\$50,948.50	58.90		\$865.00	\$830.00	\$48,887.00
Patrick Venter	Associate	Restructuring	2016	\$4,828.50	8.70	1	\$555.00	\$555.00	\$4,828.50
				\$4,450.50	6.90		\$645.00	\$555.00	\$3,829.50
Totals				\$3,225,531.50	3,690.00				\$3,082,742.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Sharon Alvizu	Paralegal	Corporate	N/A	\$2,535.00	6.50	N/A	\$390.00	N/A	\$2,535.00
Sarah Farley	Paralegal	Litigation	N/A	\$2,028.00	5.20	N/A	\$390.00	N/A	\$2,028.00
Beth Friedman	Paralegal	Restructuring	N/A	\$126.00	0.30	N/A	\$420.00	N/A	\$126.00
Maureen McCarthy	Paralegal	Restructuring	N/A	\$55,809.00	143.10	N/A	\$390.00	N/A	\$55,809.00
Carrie Oppenheim	Paralegal	Restructuring	N/A	\$7,258.00	19.10	N/A	\$380.00	N/A	\$7,258.00
Sandra Ruiz	Paralegal	Corporate	N/A	\$520.00	1.60	N/A	\$325.00	N/A	\$520.00
Gary M. Vogt	Paralegal	Litigation	N/A	\$23,166.00	59.40	N/A	\$390.00	N/A	\$23,166.00
Anthony C. Abate	Junior Paralegal	Restructuring	N/A	\$6,864.00	28.60	N/A	\$240.00	N/A	\$6,864.00
Julia M. Adams	Junior Paralegal	Intellectual Property	N/A	\$48.00	0.20	N/A	\$240.00	N/A	\$48.00
Ryan Besaw	Junior Paralegal	Restructuring	N/A	\$15,936.00	66.40	N/A	\$240.00	N/A	\$15,936.00
Julia Foster	Junior Paralegal	Restructuring	N/A	\$2,928.00	12.20	N/A	\$240.00	N/A	\$2,928.00
Nadia Lee	Junior Paralegal	Executive Compensation	N/A	\$587.50	2.50	N/A	\$235.00	N/A	\$587.50
Hannah Mayer	Junior Paralegal	Litigation	N/A	\$3,768.00	15.70	N/A	\$240.00	N/A	\$3,768.00
Daniel J. Varn	Junior Paralegal	Litigation	N/A	\$6,432.00	26.80	N/A	\$240.00	N/A	\$6,432.00
Jenna Wojcicki	Junior Paralegal	Corporate	N/A	\$645.00	3.00	N/A	\$215.00	N/A	\$645.00
Stephen P. Garoutte	Conflicts Analyst Supervisor	Administrative Services	N/A	\$132.50	0.50	N/A	\$265.00	N/A	\$132.50
Allison Graybill	Conflicts Coordinator	Administrative Services	N/A	\$265.00	1.00	N/A	\$265.00	N/A	\$265.00
Elaine S. Santucci	Conflicts Analyst II	Administrative Services	N/A	\$70.50	0.30	N/A	\$235.00	N/A	\$70.50
Paul Barclay	Litigation Support Specialist	Litigation	N/A	\$9,180.00	27.00	N/A	\$340.00	N/A	\$9,180.00
Megan Buenviaje	Litigation Support Specialist II	Litigation	N/A	\$310.00	1.00	N/A	\$310.00	N/A	\$310.00
Song Lin	Senior Litigation Support Specialist	Litigation	N/A	\$1,360.00	4.00	N/A	\$340.00	N/A	\$1,360.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Chris Seaman	Litigation Support Specialist	Litigation	N/A	\$196.00	0.70	N/A	\$280.00	N/A	\$196.00
Olivia Weyers	Litigation Support Specialist I	Litigation	N/A	\$140.00	0.50	N/A	\$280.00	N/A	\$140.00
Toni Anderson	Senior Litigation Support Specialist	Litigation	N/A	\$68.00	0.20	N/A	\$340.00	N/A	\$68.00
Library Factual Research	Research Specialist	Administrative Services	N/A	\$2,343.00	7.10	N/A	\$330.00	N/A	\$2,343.00
Totals				\$142,715.50	\$432.90				\$142,715.50

Exhibit G

Summary of Actual and Necessary Expenses for the Fee Period

Summary of Actual and Necessary Expenses for the Fee Period

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges	West Unified Communications Services Inc.		\$1,282.80
Standard Copies or Prints	Internal (Kirkland & Ellis LLP)		\$3,278.56
Binding	Internal (Kirkland & Ellis LLP)		\$4.20
Tabs/Indexes/Dividers	Internal (Kirkland & Ellis LLP)		\$45.11
Color Copies or Prints	Internal (Kirkland & Ellis LLP)		\$5,288.80
Scanned Images	Internal (Kirkland & Ellis LLP)		\$240.64
Production Blowbacks	Internal (Kirkland & Ellis LLP)		\$2,877.10
Closing/Mini Books	Internal (Kirkland & Ellis LLP)		\$360.00
Overnight Delivery	Federal Express		\$675.19
Outside Messenger Services	Comet Messenger Service Inc.		\$177.94
Local Transportation			\$634.51
Travel Expense			\$8,196.22
Airfare			\$40,392.99
Transportation to/from airport			\$9,129.92
Travel Meals			\$4,355.46
Other Travel Expenses			\$7.00
Court Reporter Fee/Deposition			\$34.70
Filing Fees			\$3,745.10
Outside Printing Services			\$2,105.89
Outside Copy/Binding Services			\$668.25
Catering Expenses			\$3,520.60
Outside Retrieval Service	CT Corporation		\$1,185.00
Computer Database Research	Restructuring Concepts LLC		\$1,929.30
Westlaw Research			\$4,109.94
LexisNexis Research			\$77.38
Overtime Transportation			\$727.18
Overtime Meals	Seamless North America LLC		\$1,406.26
Miscellaneous Office Expenses			\$20.00
Total			\$96,476.04

Exhibit H

Summary of Fees and Expenses by Matter for the Fee Period

Matter Number	Project Category Description	Hours		Total Compensation		Expenses	Total
		Budgeted	Billed	Budgeted	Billed		
0002	Chapter 11 Filing	627 - 702	84.40	\$500,000.00 - \$560,00.00	\$42,134.50	\$0.00	\$42,134.50
0003	Adversary Proceeding and Contested Matters	209 - 234	0.20	\$180,000.00 - \$201,600.00	\$68.00	\$0.00	\$68.00
0004	Asset Analysis and Recovery	46 - 51	0.00	\$40,000.00 - \$44,800.00	\$0.00	\$0.00	\$0.00
0005	Automatic Stay	125 - 140	9.00	\$100,000.00 - \$112,000.00	\$5,620.50	\$0.00	\$5,620.50
0006	Business Operations	287 - 322	22.10	\$245,000.00 - \$274,400.00	\$18,903.00	\$0.00	\$18,903.00
0007	Case Administration	214 - 240	70.10	\$150,000.00 - \$168,000.00	\$33,765.50	\$0.00	\$33,765.50
0008	Claims Analysis and Objections	142 - 159	56.20	\$120,000.00 - \$134,400.00	\$38,934.50	\$0.00	\$38,934.50
0009	Corporate and Securities Matters	184 - 206	355.30	\$175,000.00 - \$196,000.00	\$325,528.50	\$0.00	\$325,528.50
0010	Creditor and Stakeholder Issues	209 - 234	50.00	\$180,000.00 - \$201,600.00	\$38,017.50	\$0.00	\$38,017.50
0011	Creditor Committee Issues	139 - 156	216.80	\$120,000.00 - \$134,400.00	\$157,902.50	\$0.00	\$157,902.50
0012	DIP, Cash Collateral, Cash Management	491 - 549	544.60	\$500,000.00 - \$560,000.00	\$470,796.00	\$0.00	\$470,796.00
0013	Disclosure Statement, Plan, Confirmation	2,111 - 2,364	1,396.10	\$1,900,000.00 - \$2,128,000.00	\$1,219,765.50	\$0.00	\$1,219,765.50
0014	Employee Issues	211 - 236	122.60	\$175,000.00 - \$196,000.00	\$120,220.00	\$0.00	\$120,220.00
0015	Executory Contracts, Unexpired Leases	210 - 235	119.70	\$175,000.00 - \$196,000.00	\$99,426.00	\$0.00	\$99,426.00
0016	Fees, Employment Application and Objection	186 - 209	298.40	\$140,000.00 - \$156,800.00	\$204,649.00	\$0.00	\$204,649.00
0017	Hearings	231 - 259	240.90	\$200,000.00 - \$224,000.00	\$183,809.50	\$0.00	\$183,809.50
0018	Insurance	67 - 75	92.70	\$55,000.00 - \$61,600.00	\$60,722.50	\$0.00	\$60,722.50
0019	Non-Working Travel Time	190 - 213	159.20	\$170,000.00 - \$190,400.00	\$125,807.50	\$0.00	\$125,807.50
0020	Other Operational Issues	64 - 72	0.00	\$60,000.00 - \$67,200.00	\$0.00	\$0.00	\$0.00
0021	Schedules and SOFAs	110 - 123	10.40	\$85,000.00 - \$95,200.00	\$9,140.00	\$0.00	\$9,140.00
0022	Tax Issues	83 - 93	60.90	\$80,000.00 - \$89,600.00	\$63,236.50	\$0.00	\$63,236.50
0023	US Trustee Issues	145 - 162	8.30	\$125,000.00 - \$140,000.00	\$5,446.50	\$0.00	\$5,446.50
0024	Use, Sale, Lease of Property	88 - 99	30.10	\$80,000.00 - \$89,600.00	\$20,847.50	\$0.00	\$20,847.50
0025	Utilities	117 - 131	124.30	\$95,000.00 - \$106,400.00	\$86,288.50	\$0.00	\$86,288.50
0026	Vendor and Supplier Issues	421 - 472	50.60	\$350,000.00 - \$392,000.00	\$37,217.50	\$0.00	\$37,217.50
0027	Expenses	0-0	0.00	\$0.00 - \$0.00	\$0.00	\$96,476.04	\$96,476.04
Total		6,907-7,736	4,122.90	\$6,000,000.00 - \$6,720,000.00	\$3,368,247.00	\$96,476.04	\$3,464,723.04

Exhibit I

Detailed Description of Services Provided

June 2017

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140973
Client Matter: 42462-2

In the matter of Chapter 11 Filing

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 42,134.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 42,134.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	14.00	240.00	3,360.00
Timothy Bow	4.60	735.00	3,381.00
Matthew Fagen	4.00	905.00	3,620.00
Jaimeson Fedell	2.00	645.00	1,290.00
Garry Hartlieb	3.90	645.00	2,515.50
Laura Krucks	4.60	735.00	3,381.00
Gerardo Mijares-Shafai	5.20	645.00	3,354.00
Carrie Oppenheim	13.60	380.00	5,168.00
John Peterson	11.00	555.00	6,105.00
Steven Serajeddini	4.00	1,035.00	4,140.00
Sharad Thaper	4.00	645.00	2,580.00
Daniel J Varn	13.50	240.00	3,240.00
TOTALS	84.40		\$ 42,134.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Carrie Oppenheim	13.60	Prepare and file chapter 11 pleadings (2.7); prepare materials and hearing binders for court (3.8); correspond with J. Williams re courtroom logistics and courtesy copies (.2); prepare proposed orders for court distribution (3.4); revise same re post-hearing comments (1.2); office conference with J. Williams re submission to chambers (.2); correspond with M. Fagen re status (.3); prepare and mark litigation exhibits and first day hearing reference materials (1.8).
6/12/17	Steven Serajeddini	4.00	Correspond and conference with stakeholders re restructuring, first day issues (1.5); review and analyze issues re same (2.0); correspond with K&E working group re same (.5).
6/12/17	John Peterson	11.00	Prepare motions for first day hearing (9.0); attend first day hearing (2.0).
6/12/17	Gerardo Mijares-Shafai	5.20	Review and revise first day motions (2.0); review and revise declarations for same (1.5); conference with K&E team re same for first day filing (1.5); prepare for first day hearing (.2).
6/12/17	Sharad Thaper	4.00	Prepare first day motions for filing (2.0); attend first day hearing (2.0).
6/12/17	Laura Krucks	4.60	Prepare for first day hearing.
6/12/17	Anthony C Abate	7.00	Prepare and file first day pleadings.
6/12/17	Anthony C Abate	7.00	Prepare materials for first day hearing and assist attorneys with production requests.
6/12/17	Daniel J Varn	3.50	Organize and review materials used in first day hearing (2.5); prepare to ship materials back to Chicago offices (1.0).
6/12/17	Daniel J Varn	10.00	Prepare materials needed for first day hearing (8.0); assist and support attorneys (2.0).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Timothy Bow	4.60	Review and revise first day motions for filing (2.0); file first day motions (2.6).
6/12/17	Garry Hartlieb	3.90	Review and revise first day motions for filing (2.4); conference with K&E team re same for first day filing (1.5).
6/12/17	Jaimeson Fedell	2.00	Review and revise first day motions for filing (1.5); review, revise declarations for same (.5).
6/12/17	Matthew Fagen	4.00	Review and revise first day motions for filing (3.0); review and revise declarations for same (1.0).
		84.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140974
Client Matter: 42462-3

In the matter of Adversary Proceeding & Contested Matters

For legal services rendered through June 30, 2017
(see attached Description of Legal Services for detail) \$ 68.00

For expenses incurred through June 30, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 68.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Toni Anderson	.20	340.00	68.00
TOTALS	.20		\$ 68.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Toni Anderson	.20	Correspond with K&E team re litigation issues.
		.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140976
Client Matter: 42462-5

In the matter of Automatic Stay

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 5,620.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 5,620.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	.50	240.00	120.00
Timothy Bow	1.20	735.00	882.00
Ciara Foster	1.00	555.00	555.00
Garry Hartlieb	1.10	645.00	709.50
Gerardo Mijares-Shafai	3.10	645.00	1,999.50
Sharad Thaper	2.10	645.00	1,354.50
TOTALS	9.00		\$ 5,620.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Timothy Bow	.40	Telephone conference with Company re litigation items.
6/14/17	Ciara Foster	1.00	Telephone conference with Company re pending litigation (.2); correspond with T. Bow re same (.3); review and revise form suggestion of bankruptcy (.4); correspond with T. Bow re same (.1).
6/16/17	Garry Hartlieb	1.00	Draft automatic stay violation notice and correspond with T. Bow re same.
6/19/17	Sharad Thaper	.80	Research re labor litigation/automatic stay impact (.7); correspond with T. Bow re same (.1).
6/20/17	Sharad Thaper	1.30	Draft automatic stay violation letters.
6/22/17	Timothy Bow	.80	Telephone conference with Company re administrative employment proceedings (.4); telephone conference with Company re pricing litigation (.3); review and analyze suggestion of bankruptcy for administrative proceeding (.1).
6/26/17	Garry Hartlieb	.10	Correspond with L. Krucks, T. Bow, G. Mijares-Shafai re template for automatic stay violation.
6/27/17	Gerardo Mijares-Shafai	.30	Research case law re use of intellectual property and protection of automatic stay.
6/28/17	Gerardo Mijares-Shafai	2.80	Research patent infringement precedent re automatic stay (2.7); correspond with T. Bow re same (.1).
6/29/17	Ryan Besaw	.50	Research re stay waiver language (.3); correspond with M. McCarthy and G. Hartlieb re same (.2).
		9.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140977
Client Matter: 42462-6

In the matter of Business Operations

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 1,060.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 1,060.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Laura Krucks	.20	735.00	147.00
Allyson Smith	.60	555.00	333.00
Sharad Thaper	.90	645.00	580.50
TOTALS	1.70		\$ 1,060.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/13/17	Laura Krucks	.20	Correspond with various parties in interest re store closing.
6/22/17	Allyson Smith	.60	Correspond with T. Bow and AlixPartners re outstanding issue under customer programs motion.
6/22/17	Sharad Thaper	.90	Telephone conferences with various parties in interests re filing.
		1.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140978
Client Matter: 42462-7

In the matter of Case Administration

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 27,659.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 27,659.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	1.00	240.00	240.00
Julia M Adams	.20	240.00	48.00
Gabor Balassa, P.C.	.20	1,325.00	265.00
Paul Barclay	4.40	340.00	1,496.00
Ryan Besaw	10.00	240.00	2,400.00
Timothy Bow	6.50	735.00	4,777.50
Matthew Fagen	1.90	905.00	1,719.50
Jaimeson Fedell	.20	645.00	129.00
Ciara Foster	6.40	555.00	3,552.00
Garry Hartlieb	5.60	645.00	3,612.00
Laura Krucks	2.00	735.00	1,470.00
Maureen McCarthy	4.50	390.00	1,755.00
Gerardo Mijares-Shafai	1.50	645.00	967.50
Carrie Oppenheim	.30	380.00	114.00
John Peterson	1.90	555.00	1,054.50
Allyson Smith	.80	555.00	444.00
Joshua A Sussberg, P.C.	1.80	1,165.00	2,097.00
Sharad Thaper	1.20	645.00	774.00
Daniel J Varn	.90	240.00	216.00
Patrick Venter	.70	555.00	388.50
Olivia Weyers	.50	280.00	140.00
TOTALS	52.50		\$ 27,659.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Ryan Besaw	.40	Correspond with K&E team re recently filed pleadings (.1); download and archive same (.3).
6/12/17	Garry Hartlieb	.20	Review and revise WIP list.
6/13/17	Carrie Oppenheim	.30	Arrange for production of first day hearing transcript.
6/13/17	John Peterson	.40	Telephone conference with K&E team re work in process.
6/13/17	Gerardo Mijares-Shafai	.10	Correspond with C. Foster re WIP.
6/13/17	Sharad Thaper	.20	Telephone conference with K&E team re update.
6/13/17	Timothy Bow	1.00	Conference with K&E team re WIP (.7); conferences with M. Fagen, L. Krucks re priority items (.3).
6/13/17	Ryan Besaw	.30	Correspond with K&E team re recently filed pleadings (.1); download and archive same (.2).
6/13/17	Garry Hartlieb	1.60	Correspond with M. Fagen re follow up from Gymboree first day hearing (.3); telephone conference with K&E team re work in process (.5); correspond re WIP and update same (1.3).
6/13/17	Ciara Foster	.80	Review and revise work in process chart (.5); review and revise calendar of upcoming dates (.3).
6/13/17	Jaimeson Fedell	.20	Conference with K&E team re WIP.
6/13/17	Matthew Fagen	.50	Conference with K&E team re WIP.
6/14/17	Gabor Balassa, P.C.	.20	Conference with S. Lerner re case planning.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Joshua A Sussberg, P.C.	.70	Conference with M. Fagen re case (.2); telephone conference with S. Serajedini re status (.2); telephone conference with E. Fleck re same (.3).
6/14/17	Garry Hartlieb	.80	Review press and other issues re chapter 11 filing (.5); correspond with M. Fagen L. Krucks re same (.3).
6/15/17	John Peterson	.40	K&E team update telephone conference re work in process.
6/15/17	Allyson Smith	.40	Telephonically attend work in process update call.
6/15/17	Sharad Thaper	.20	Telephone conference with K&E team re update.
6/15/17	Timothy Bow	.90	Prepare for and attend WIP meeting (.4); telephone conference with M. Fagen, L. Krucks re priority items (.5).
6/15/17	Garry Hartlieb	.50	Office conference with L. Krucks re work in process (.2); correspond with K&E team re same (.3).
6/15/17	Ciara Foster	.90	Review and revise work in process chart (.5); participate in work in process telephone conference (.4).
6/16/17	Timothy Bow	.40	Conference with K&E team re WIP.
6/16/17	Julia M Adams	.20	Review incoming pleadings and circulate to M. McCarthy.
6/16/17	Garry Hartlieb	.70	Correspond with L. Krucks, T. Bow re status of work in process (.3); telephone conference with K&E team re work in process (.4).
6/16/17	Garry Hartlieb	.50	Review first day motions to summarize key deadlines and upcoming action items (.3); correspond with C. Foster re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/16/17	Ciara Foster	1.20	Review and revise work in process chart (.6); correspond with K&E team re upcoming deadlines in interim orders (.3); participate in work in process telephone conference (.3).
6/16/17	Ciara Foster	.30	Research re reports due under first day orders and related docs (.2); correspond with M. Fagen re same (.1).
6/17/17	Joshua A Sussberg, P.C.	.30	Telephone conference with J. Mesterharm re case status (.2); correspond re same (.1).
6/18/17	Maureen McCarthy	.20	Prepare ECF registration forms for M. Fagen and L. Krucks.
6/19/17	Gerardo Mijares-Shafai	.20	Review, analyze work in process chart (.1); conference with C. Foster re same (.1).
6/19/17	Laura Krucks	1.40	Telephone conferences re work in process with K&E team.
6/19/17	Timothy Bow	.80	Conference with M. Fagen, L. Krucks re WIPs (.6); conference with L. Krucks re priority items (.2).
6/19/17	Ryan Besaw	.60	Correspond with K&E team re recently filed pleadings (.3); review and summarize creditor voicemail messages (.3).
6/20/17	John Peterson	.50	K&E team update call (.2); review docket filings (.3).
6/20/17	Allyson Smith	.20	Telephone conference re work in process with K&E team.
6/20/17	Patrick Venter	.70	Review background materials re case, filing.
6/20/17	Gerardo Mijares-Shafai	.20	Conference with K&E team re work in process.
6/20/17	Sharad Thaper	.20	Telephone conference with K&E team re update.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/20/17	Laura Krucks	.20	Telephone conference re priority workstreams with working group.
6/20/17	Anthony C Abate	.30	Review and revise pleading template.
6/20/17	Timothy Bow	.40	Prepare for and attend WIP meeting.
6/20/17	Ryan Besaw	.70	Review and summarize correspondence in case voice mailbox (.5); monitor docket and correspond with K&E team re recent filings (.2).
6/20/17	Garry Hartlieb	.20	Telephone conference re work in process with K&E team.
6/20/17	Ciara Foster	.60	Review and revise postpetition work in process chart (.4); participate in K&E team weekly telephone conference (.2).
6/21/17	Ryan Besaw	.40	Prepare minibooks re first day orders.
6/21/17	Ryan Besaw	.70	Review and summarize correspondence in case voice mailbox (.6); monitor docket and correspond with K&E team re recent filings (.1).
6/22/17	Maureen McCarthy	.90	Review and revise notice of hearing regarding July 11 hearing.
6/22/17	John Peterson	.20	Telephone conference with K&E team re work in process.
6/22/17	Gerardo Mijares-Shafai	.20	Conference with K&E team re work in process and second day motions (.1); conference with M. McCarthy and R. Besaw re second day filings (.1).
6/22/17	Sharad Thaper	.20	Telephone conference with K&E team re update.
6/22/17	Anthony C Abate	.20	Review and revise notice of second day hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Daniel J Varn	.30	Draft and circulate daily docket report (.1); update DMS files re new pleadings (.2).
6/22/17	Timothy Bow	1.10	Telephone conferences with L. Krucks, M. Fagen re priority items (.7); correspond with Milbank re second day motions (.1); prepare for and attend WIP call (.3).
6/22/17	Ryan Besaw	1.10	Review and summarize correspondence in case voice mailbox (.8); distribute minibooks re first day orders to K&E team (.3).
6/22/17	Garry Hartlieb	.10	Telephone conference with K&E team re work in process.
6/22/17	Matthew Fagen	.80	Participate in WIP call with full team (.4); participate in mini WIP call (.4).
6/23/17	Maureen McCarthy	.90	Review and revise notice of hearing re July 11 hearing.
6/23/17	Timothy Bow	1.20	Review and revise second day motions for filing.
6/23/17	Ryan Besaw	.90	Review and summarize correspondence in case voice mailbox (.8); monitor docket and correspond with K&E team re recent filings (.1).
6/23/17	Matthew Fagen	.60	Correspond with T. Bow and L. Krucks re case/WIP.
6/26/17	Laura Krucks	.40	Office conference with S. Serajeddini and T. Bow re priority workstreams.
6/26/17	Daniel J Varn	.60	Draft and circulate daily docket report (.3); update DMS files re new pleadings (.3).
6/26/17	Ryan Besaw	1.30	Review, summarize correspondence in case voice mailbox.
6/27/17	Maureen McCarthy	.30	Attend WIP call.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Joshua A Sussberg, P.C.	.30	Attention to correspondence and hearing on 7/11.
6/27/17	John Peterson	.20	Attend WIP telephone conference.
6/27/17	Olivia Weyers	.50	Create FTP account per G. Vogt request.
6/27/17	Timothy Bow	.70	Conference with L. Krucks re priority items (.5); prepare for and attend WIP (.2).
6/27/17	Ryan Besaw	.80	Review and summarize correspondence in case voice mailbox.
6/27/17	Paul Barclay	1.80	Consult with G. Vogt re technical aspects of Electronic Discovery Protocol and coordinate and prepare review of client electronic discovery data.
6/27/17	Garry Hartlieb	.20	Telephone conference with K&E team re work in process.
6/27/17	Ciara Foster	1.00	Review and revise work in process chart (.7); correspond with K&E team re same (.1); participate in work in process telephone conference (.2).
6/28/17	John Peterson	.20	Attend WIP telephone conference.
6/28/17	Allyson Smith	.20	Telephone conference re work in process.
6/28/17	Gerardo Mijares-Shafai	.10	Conference with K&E team re work in process.
6/28/17	Sharad Thaper	.20	Telephone conference with K&E team re update.
6/28/17	Ryan Besaw	1.10	Review and summarize correspondence in case voice mailbox (.6); research re consent order precedent (.2); monitor docket and correspond with K&E team re recent filings (.3).
6/28/17	Paul Barclay	1.80	Prepare client documents for attorney review.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Garry Hartlieb	.50	Telephone conference with K&E team re work in process (.3); correspond with T. Bow and L. Krucks re open items and scheduling of upcoming tasks (.2).
6/28/17	Ciara Foster	1.00	Review and revise work in progress chart (.4); correspond with K&E team re same (.2); telephone conference with K&E team re same (.2); send out calendar invites re upcoming dates (.2).
6/29/17	Maureen McCarthy	2.20	Draft July 11 hearing agenda.
6/29/17	Ryan Besaw	.70	Review and summarize correspondence in case voice mailbox (.5); monitor docket and correspond with K&E team re recent filings (.2).
6/30/17	Joshua A Sussberg, P.C.	.50	Review and respond to miscellaneous correspondence; correspond with S. Serajeddini re status.
6/30/17	Gerardo Mijares-Shafai	.70	Compile first day orders and correspond with T. Bow re same (.2); conference with K&E team re work in process (.4); follow up with L. Krucks re same (.1).
6/30/17	Sharad Thaper	.20	Telephone conference with K&E team re update.
6/30/17	Anthony C Abate	.50	Create template of revised proposed second day orders and review and revise second day hearing agenda.
6/30/17	Ryan Besaw	1.00	Review and summarize correspondence in case voice mailbox (.5); prepare and distribute disclosure statement minibooks (.3); correspond with K&E team re recently filed pleadings (.2).
6/30/17	Paul Barclay	.80	Logistical and technical support for review of client electronic discovery data for Gary Vogt.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/30/17	Garry Hartlieb	.30	Telephone conference with K&E team re work in process.
6/30/17	Ciara Foster	.60	Participate in work in process telephone conference with K&E team (.3); review and revise work in process chart (.3).
		52.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140979
Client Matter: 42462-8

In the matter of Claims Analysis and Objections

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 29,783.00
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 29,783.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	2.50	1,325.00	3,312.50
Matthew Fagen	.80	905.00	724.00
Ciara Foster	2.80	555.00	1,554.00
Laura Krucks	2.10	735.00	1,543.50
Scott Lerner	12.70	930.00	11,811.00
Hannah Mayer	3.50	240.00	840.00
Maureen McCarthy	.40	390.00	156.00
John Peterson	.70	555.00	388.50
Martin L Roth	3.30	1,025.00	3,382.50
Chris Seaman	.70	280.00	196.00
Ben Tyson	.50	830.00	415.00
Gary M Vogt	14.00	390.00	5,460.00
TOTALS	44.00		\$ 29,783.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Laura Krucks	.60	Review and revise claims bar date motion.
6/16/17	Gabor Balassa, P.C.	.10	Telephone conference with M. Roth re case status and planning.
6/19/17	Laura Krucks	1.10	Review and analyze claims bar date motion.
6/19/17	Ciara Foster	1.00	Review and revise bar date motion (.5); correspond with K&E team re same (.5).
6/20/17	Maureen McCarthy	.40	Draft notice of hearing re claims bar date motion.
6/20/17	Laura Krucks	.40	Review and revise claims bar date motion.
6/20/17	Ciara Foster	1.80	Review and revise bar date motion (1.0); correspond with K&E team re same (.5); telephone conference with M. Fagen re same (.1); prepare same for filing (.3).
6/20/17	Matthew Fagen	.40	Finalize and file bar date motion.
6/21/17	John Peterson	.70	Review filed bar date motion.
6/21/17	Matthew Fagen	.40	Correspond re bar date.
6/23/17	Scott Lerner	.70	Conference with MTO re litigation issues (.3); revise correspondence to litigation team summarizing same (.4).
6/23/17	Ben Tyson	.50	Telephone conference with MTO re litigation issues.
6/26/17	Gabor Balassa, P.C.	2.40	Telephone conferences with K&E team re case planning and factual investigation.
6/26/17	Martin L Roth	2.60	Office conference with G. Balassa and S. Lerner re litigation issues (1.2); conference with Munger, Tolls counsel re litigation issues (1.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Scott Lerner	2.50	Conference with K&E team re status of K&E claims analysis (1.3); conference with K&E team and MTO re litigation issues (.8); compile and send documents re litigation issues (.4).
6/27/17	Gary M Vogt	6.50	Compile, distribute requested materials to MTO (1.0); compile, organize materials for attorney review in preparation for production and coordinate creation of review database for same (5.5).
6/27/17	Scott Lerner	2.10	Conference with MTO re litigation issues (.1); correspond with G. Vogt re organizing documents for review (.4); review documents for privilege issues (1.6).
6/27/17	Hannah Mayer	3.50	Prepare index of materials from AlixPartners and MTO for attorney review of privilege issues.
6/27/17	Chris Seaman	.70	Relativity support in preparation for review of Production documents.
6/28/17	Scott Lerner	3.40	Review and analyze documents for privilege issues (2.4); conference with K. MacMillan and MTO re litigation issues (.5); conference with G. Balassa re same (.1); email litigation team update re same (.4).
6/29/17	Gary M Vogt	4.00	Research, compile requested information re materials provided to MTO and AlixPartners.
6/30/17	Gary M Vogt	3.50	Compile, distribute documents to MTO (.5); compile, organize materials for attorney privilege review (2.7); coordinate database update (.3).
6/30/17	Martin L Roth	.70	Conference with MTO team re litigation issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/30/17	Scott Lerner	4.00	Conference with AlixPartners, reorg team and others re diligence requests (.5); conference with L. Krucks re same (.2); conference with MTO re status of analysis (.5); correspond with G. Balassa re same (.4); review documents for privilege and production (2.4).
		44.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140980
Client Matter: 42462-9

In the matter of Corporate and Securities Matters

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 35,807.00
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 35,807.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	2.70	735.00	1,984.50
Matthew Fagen	.40	905.00	362.00
Ciara Foster	6.70	555.00	3,718.50
Craig J Garvey	6.00	1,035.00	6,210.00
Matthew N Leist	24.60	645.00	15,867.00
Scott Lerner	.70	930.00	651.00
Dennis M Myers, P.C.	3.00	1,445.00	4,335.00
Anup Sathy, P.C.	1.90	1,410.00	2,679.00
TOTALS	46.00		\$ 35,807.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Craig J Garvey	2.80	Correspond with Gymboree and deal team re blowout matters and SEC filings (.5); review term sheet, board deck, RSA (.5); correspond with Milbank and Company re 8-K and blow out process (.5); correspond with Lazard re blowout materials (.8); review datasite procedures and telephone conference with Company re same (.5).
6/13/17	Dennis M Myers, P.C.	1.00	Conferences re rights offering.
6/14/17	Dennis M Myers, P.C.	2.00	Conferences re rights offering mechanics (.5); review and analyze related materials (1.5).
6/14/17	Craig J Garvey	1.40	Correspond with Milbank re rights offerings.
6/14/17	Timothy Bow	1.60	Review and revise backstop approval motion (1.2); conferences with M. Fagen re same (.4).
6/14/17	Ciara Foster	4.20	Review and revise backstop commitment agreement (3.7); correspond with T. Bow re same (.3); correspond with M. Fagen re same (.2).
6/14/17	Matthew Fagen	.40	Review and revise rights offering procedures.
6/15/17	Anup Sathy, P.C.	1.00	Review and analyze rights offering issues.
6/15/17	Ciara Foster	2.50	Review and revise backstop commitment agreement (2.0); correspond with K&E team re same (.5).
6/16/17	Anup Sathy, P.C.	.50	Analyze rights offering issues.
6/16/17	Craig J Garvey	1.80	Review and analyze rights offering procedures.
6/18/17	Anup Sathy, P.C.	.40	Review and analyze rights offering issues.
6/20/17	Matthew N Leist	.90	Review and revise form NDA to be used in connection with exit financing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Matthew N Leist	6.20	Review and revise NDA for potential lender in connection with exit financing.
6/22/17	Matthew N Leist	3.20	Review and revise NDA for potential lender in connection with exit financing.
6/23/17	Matthew N Leist	.50	Review and analyze NDA for potential lender in connection with exit financing.
6/26/17	Matthew N Leist	2.10	Review and revise NDA for potential lender in connection with exit financing.
6/27/17	Timothy Bow	.30	Telephone conference with Lazard re cleansing materials.
6/27/17	Matthew N Leist	6.30	Review and revise NDA for potential lender in connection with exit financing.
6/28/17	Matthew N Leist	.40	Prepare for and participate in telephone conference with potential lender re NDA in connection with exit financing.
6/28/17	Matthew N Leist	1.10	Review and revise NDA for potential lender in connection with exit financing.
6/29/17	Timothy Bow	.40	Review and revise backstop declaration.
6/29/17	Matthew N Leist	3.30	Review and revise NDA for potential lender in connection with exit financing (.5); prepare for and participate in telephone conference with Lazard re NDAs for potential lenders in connection with exit financing (.5); review and revise additional NDAs for potential lender in connection with exit financing (2.3).
6/30/17	Scott Lerner	.70	Review and revise declaration in support of backstop motion.
6/30/17	Timothy Bow	.40	Correspond with C. Foster re backstop declaration (.1); review and analyze same (.3)
6/30/17	Matthew N Leist	.60	Review and revise NDA for potential lender in connection with exit financing.

Date **Timekeeper**

Hours **Description**

46.00 TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140981
Client Matter: 42462-10

In the matter of Creditor and Stakeholder Issues

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 15,843.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 15,843.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matthew Fagen	3.00	905.00	2,715.00
Ciara Foster	.50	555.00	277.50
Garry Hartlieb	2.40	645.00	1,548.00
Laura Krucks	4.10	735.00	3,013.50
Maureen McCarthy	.10	390.00	39.00
Gerardo Mijares-Shafai	11.20	645.00	7,224.00
John Peterson	.80	555.00	444.00
Joshua A Sussberg, P.C.	.50	1,165.00	582.50
TOTALS	22.60		\$ 15,843.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/13/17	Joshua A Sussberg, P.C.	.50	Telephone conference with AlixPartners, Lazard and Whitebox re chapter 11 issues.
6/13/17	Matthew Fagen	.70	Attend portion of term loan lender public call.
6/13/17	Matthew Fagen	2.30	Respond to and address inquiries re first day motions.
6/19/17	Gerardo Mijares-Shafai	.20	Telephone conference with stakeholders re notice of commencement.
6/20/17	Gerardo Mijares-Shafai	.80	Telephone conference with stakeholders re notice of commencement mailing.
6/21/17	Gerardo Mijares-Shafai	.10	Conference with L. Krucks re creditor call log.
6/21/17	Garry Hartlieb	.60	Correspond with K&E team and J. Fedell re creditor inquiries (.2); telephone conferences re same (.3); update tracker re same (.1).
6/22/17	John Peterson	.80	Telephone conference with creditor's re bankruptcy and mailer.
6/22/17	Gerardo Mijares-Shafai	1.30	Telephone conference with stakeholders re first day filing motions (1.1); correspond with K&E team re same (.2).
6/23/17	Gerardo Mijares-Shafai	1.10	Telephone conferences with stakeholders re commencement of chapter 11 proceedings.
6/24/17	Laura Krucks	3.60	Draft and review and revise letter to party re DIP backstop.
6/26/17	Maureen McCarthy	.10	Follow-up with working group re recently received creditor calls.
6/26/17	Gerardo Mijares-Shafai	.10	Correspond with T. Bow re creditor call log.
6/27/17	Gerardo Mijares-Shafai	1.80	Conference with creditor and stakeholders re chapter 11 commencement.
6/27/17	Laura Krucks	.50	Review and revise non-reliance letter.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Gerardo Mijares-Shafai	1.30	Conference with stakeholders re commencement of chapter 11 cases (1.1); conference with J. Bonteque re Claims Bar Date Motion an objection extension deadline (.2).
6/28/17	Garry Hartlieb	1.80	Telephone conferences with several creditors who submitted inquiries (1.6); update tracker and correspond with K&E team re same (.2).
6/29/17	Gerardo Mijares-Shafai	1.60	Conference and correspond with Counsel for Deutsche Bank re objection extension (.8); conference with L. Krucks re same (.1); conference with N. Newman re same (.7).
6/29/17	Ciara Foster	.50	Return creditor calls.
6/30/17	Gerardo Mijares-Shafai	1.20	Telephone conference with creditor call log callers re notice of commencement (.7); prepare for conference with N. Newman (.1); conference with T.Bow and N. Newman re inquiries (.4).
6/30/17	Gerardo Mijares-Shafai	1.70	Correspond with Deutsche Bank counsel re potential objections (.3); correspond with K&E team re same (.2); review, analyze, summarize objections to first day orders and second day motions (1.2).
		22.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140982
Client Matter: 42462-11

In the matter of Creditor Committee Issues

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 22,647.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 22,647.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	.40	240.00	96.00
Gabor Balassa, P.C.	1.00	1,325.00	1,325.00
Ryan Besaw	.50	240.00	120.00
Timothy Bow	5.20	735.00	3,822.00
Matthew Fagen	5.90	905.00	5,339.50
Jaimeson Fedell	1.10	645.00	709.50
Laura Krucks	1.30	735.00	955.50
Scott Lerner	1.90	930.00	1,767.00
Hannah Mayer	2.00	240.00	480.00
Steven Serajeddini	4.60	1,035.00	4,761.00
Joshua A Sussberg, P.C.	.80	1,165.00	932.00
Gary M Vogt	6.00	390.00	2,340.00
TOTALS	30.70		\$ 22,647.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Joshua A Sussberg, P.C.	.20	Telephone conference with S. Serajeddini re UCC.
6/22/17	Steven Serajeddini	4.60	Prepare for and attend portions of creditor committee formation meeting (4.0); review and analyze issues re same (.6).
6/22/17	Matthew Fagen	5.90	Prepare for (.7) and participate in formation meeting/communications (5.2).
6/23/17	Joshua A Sussberg, P.C.	.10	Correspond re UCC data room and status.
6/23/17	Anthony C Abate	.40	Search for and distribute precedent creditors' committee NDAs for T. Bow.
6/23/17	Timothy Bow	2.20	Review and analyze Committee NDA precedent (.3); draft committee NDA (1.1); review and revise same (.4); correspond with K&E team, Committee counsel re same (.4).
6/23/17	Ryan Besaw	.50	Search and distribute NDA precedent.
6/24/17	Timothy Bow	.40	Correspond with AlixPartners, K&E team, Committee counsel re NDA issues.
6/26/17	Timothy Bow	1.60	Draft issues list re Committee NDA (.6); conference with S. Serajeddini re same (.2); review and revise same (.5); conference with K&E team, Hahn & Hessen re same (.2); telephone conference with M. Indelicato re NDA (.1).
6/28/17	Gabor Balassa, P.C.	.30	Review and analyze committee's requests for information and correspond with S. Lerner re same.
6/28/17	Gary M Vogt	6.00	Compile materials for privilege review and production (4.7); coordinate matters re setup of review database (1.3).
6/28/17	Hannah Mayer	2.00	Prepare materials from AlixPartners and MTO for attorney review of privilege issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Timothy Bow	.60	Telephone conference, correspond with Committee counsel re first day issues (.4); correspond with K&E team, AlixPartners re same (.2).
6/28/17	Jaimeson Fedell	1.10	Review, revise Hahn NDA and correspond with J. Mesterharm re same (1.0); telephone conference with K&E team re same (.1).
6/29/17	Gabor Balassa, P.C.	.70	Conference with S. Lerner re production issues.
6/29/17	Joshua A Sussberg, P.C.	.50	Telephone conference with J. Mesterharm re UCC meeting.
6/29/17	Scott Lerner	1.90	Review and analyze diligence requests and correspond with AlixPartners and K&E teams re same (.6); review and analyze documents for privilege issues (.4); conference with G. Balassa re privilege review and other issues (.9).
6/29/17	Timothy Bow	.40	Review and revise Committee advisor NDA (.2); correspond with Committee counsel re same (.1); correspond with K&E team re same (.1).
6/30/17	Laura Krucks	1.30	Review and analyze diligence requests.
		30.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140983
Client Matter: 42462-12

In the matter of DIP, Cash Collateral, Cash Management

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 205,074.00
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 205,074.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	.70	1,325.00	927.50
Shatra Bell	.70	735.00	514.50
Ryan Besaw	.40	240.00	96.00
Katherine Bolanowski	17.60	1,035.00	18,216.00
Timothy Bow	2.90	735.00	2,131.50
James Dickson	5.40	645.00	3,483.00
Matthew Fagen	.90	905.00	814.50
Jaimeson Fedell	1.90	645.00	1,225.50
Ciara Foster	2.60	555.00	1,443.00
Craig J Garvey	2.00	1,035.00	2,070.00
Phil Giglio	2.90	835.00	2,421.50
Garry Hartlieb	1.50	645.00	967.50
Andrew Idrizovic	23.60	995.00	23,482.00
John Kefer	60.30	735.00	44,320.50
Michelle Kilkenney, P.C.	10.40	1,225.00	12,740.00
Laura Krucks	9.30	735.00	6,835.50
Matthew N Leist	60.70	645.00	39,151.50
Maureen McCarthy	.80	390.00	312.00
Dennis M Myers, P.C.	2.00	1,445.00	2,890.00
John Peterson	2.00	555.00	1,110.00
Martin L Roth	.30	1,025.00	307.50
Anup Sathy, P.C.	7.20	1,410.00	10,152.00
Steven Serajeddini	4.90	1,035.00	5,071.50
Joshua A Sussberg, P.C.	15.40	1,165.00	17,941.00
Sharad Thaper	10.00	645.00	6,450.00
TOTALS	246.40		\$ 205,074.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Anup Sathy, P.C.	2.50	Review filings (1.0); analyze DIP issues (1.5).
6/12/17	Michelle Kilkenney, P.C.	.40	Conference with A. Idrizovic and K. Bolanowski re DIP closing matters.
6/12/17	Katherine Bolanowski	1.20	Office conference with M. Leist re outstanding DIP deliverables (.4); correspond with M. Leist and review documentation re closing deliverables and funding mechanics (.8).
6/12/17	Andrew Idrizovic	2.50	Review and comment on security agreement (1.0); review guarantee (.5); negotiate fee letters (.5); review and comment on credit agreement schedules (.5).
6/12/17	Phil Giglio	.30	Review and analyze ICA opinion.
6/12/17	John Kefer	8.70	Prepare ABL DIP opinion (1.6); correspondence re ABL DIP Virginia opinion (.5); prepare revised ABL DIP certificates (.9); prepare schedules to ABL DIP credit agreement (4.3); review ABL DIP guarantee and security agreement (1.3); correspondence re ICA diligence (.1).
6/12/17	Matthew N Leist	.20	Review executed signature pages from Gymboree and directors.
6/12/17	Matthew N Leist	.30	Review drafts of DIP term loan UCC-1s.
6/12/17	Matthew N Leist	.40	Conference with K. Bolanowski re outstanding items and deliverables.
6/12/17	Matthew N Leist	.50	Draft summary memo of material terms in DIP term loan credit agreement for Gymboree.
6/12/17	Matthew N Leist	.50	Review and update DIP motion.
6/12/17	Matthew N Leist	.60	Correspond with Gymboree and Milbank re term loan operating account.
6/12/17	Matthew N Leist	.60	Review and update DIP order.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Matthew N Leist	.70	Correspond with Milbank re open items and deliverables.
6/12/17	Matthew N Leist	.80	Review and update closing agenda re status of deliverables for the DIP term loan.
6/12/17	Matthew N Leist	.80	Review and revise omnibus written consent (.5); correspond with Milbank re the same (.3).
6/12/17	Matthew N Leist	1.00	Review borrowing and withdrawal mechanics in DIP term loan credit agreement (.5); correspond with AlixPartners and Gymboree re same (.5).
6/12/17	Matthew N Leist	1.00	Review updated security agreement (.5); correspond with Milbank re same (.5).
6/12/17	Matthew N Leist	1.10	Review and revise DIP term loan opinion.
6/12/17	Matthew N Leist	1.40	Review updated exhibits and schedules (1.0); correspond with Milbank re same (.4).
6/13/17	Michelle Kilkenney, P.C.	5.00	Coordinate closing matters (.3); review, analyze revised loan agreements and closing documents (4.7).
6/13/17	Joshua A Sussberg, P.C.	.60	Correspond re status and lender consents.
6/13/17	Katherine Bolanowski	2.70	Review, analyze opinion and ancillary documents (.9); telephone conference with M. Leist, Y. Gross and correspond re same (.5); telephone conference with M. Kilkenney, D. O'Shaughnessy and S. Ware re borrowing procedures (.6); review, analyze execution DIP documents and communications re same (.7).
6/13/17	Craig J Garvey	.80	Correspond with Milbank re blowout process (.4); review rights offering procedures filing and correspondence re same (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/13/17	Andrew Idrizovic	2.00	Revise compliance certificates and discuss with Company (.5); closing checklist call with ABL (.5); review and comment on CA schedules (.7); review opinion comments (.3).
6/13/17	Phil Giglio	1.00	Review and analyze ICA opinion.
6/13/17	Garry Hartlieb	.10	Research DIP carve out.
6/13/17	John Kefer	8.00	Telephone conference re ABL DIP status (1.2); correspondence re compliance certificate (.2); prepare ABL DIP fee letters (.6); prepare ABL DIP credit agreement schedules (4.6); prepare ABL opinions (1.1); prepare signature pages (.3).
6/13/17	Matthew N Leist	.20	Review revised exhibits to credit agreement.
6/13/17	Matthew N Leist	.20	Review updated draft of the DIP term loan credit agreement.
6/13/17	Matthew N Leist	.20	Review updated fee letter.
6/13/17	Matthew N Leist	.30	Correspond with Milbank re outstanding signature pages.
6/13/17	Matthew N Leist	.40	Telephone conference with Milbank re closing checklist and status of deliverables.
6/13/17	Matthew N Leist	.40	Correspond with Company and Milbank re outstanding tax liens.
6/13/17	Matthew N Leist	.40	Review and update opinion.
6/13/17	Matthew N Leist	.40	Closing checklist call with Morgan Lewis for DIP ABL re outstanding items and deliverables.
6/13/17	Matthew N Leist	.40	Review updated checklist and prepare for deliverables call with Milbank.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/13/17	Matthew N Leist	.40	Finalize borrowing notice (.2); send same to Company for sign off (.1); compile executed copy of borrowing notice and send to Milbank (.1).
6/13/17	Matthew N Leist	.50	Finalize resolutions appointing D. O'Shaughnessy as treasurer (.2); compile executed copies of same and send to Company (.3).
6/13/17	Matthew N Leist	.50	Correspond with Milbank re outstanding items and deliverables.
6/13/17	Matthew N Leist	.50	Correspond with Company and Milbank re borrowing/withdrawing mechanics under DIP term loan credit agreement.
6/13/17	Matthew N Leist	.50	Telephone conference with AlixPartners and Gymboree re borrowing/withdrawal mechanics.
6/13/17	Matthew N Leist	.60	Review revised security agreement and IP grants (.3); correspond with Milbank re same (.3).
6/13/17	Matthew N Leist	.70	Finalize schedules to DIP term loan credit agreement and send to Milbank.
6/13/17	Matthew N Leist	1.40	Review loan documents for outstanding information needed before closing.
6/13/17	Matthew N Leist	1.90	Draft summary memo of material terms in DIP term loan credit agreement for Gymboree.
6/14/17	Anup Sathy, P.C.	.50	Review and analyze DIP issues.
6/14/17	Katherine Bolanowski	4.50	Finalize drafts of schedules and credit documents (1.2); correspond re funding and expenses (1.0); telephone conference with S. Ware, M. Kilkenney and J. Mesterharm re reporting requirements (.9); finalize documents re reporting and closing mechanics (1.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Andrew Idrizovic	6.50	Review and comment on legal opinion (.5); review credit agreement to answer AlixPartners questions on reporting (.5); discuss and resolve payment of closing fee mechanics and cash management (1.0); review and comment on credit agreement (2.0); discuss reporting requirements with AlixPartners team (.5); review revised fee letters (.5); review and comment on exhibits and security agreement (1.0); review and comment on credit agreement schedules (.5).
6/14/17	Shatra Bell	.70	Draft and revise security agreement (.3); correspond with J. Kefer re same (.4).
6/14/17	Phil Giglio	.80	Draft ICA opinion.
6/14/17	Garry Hartlieb	.20	Fill in key terms of DIP summary.
6/14/17	Ciara Foster	1.20	Review and revise postpetition work in process chart to incorporate DIP milestones and upcoming dates (1.0); correspond with K&E team re same (.2).
6/14/17	John Kefer	11.10	Prepare ABL credit agreement schedules (3.2); telephone conference re reporting requirements (1.0); prepare ABL fee letters and ABL opinions (.6); correspondence re same (1.3); prepare ABL officer's certificate (.4); prepare ABL credit agreement exhibits (.5); prepare ABL security agreement (1.3); prepare compliance memorandum (2.8).
6/14/17	Matthew N Leist	.20	Telephone conference with Milbank re DIP term loan credit agreement schedules.
6/14/17	Matthew N Leist	.20	Review form of variance report for DIP term loan credit agreement.
6/14/17	Matthew N Leist	.20	Review bringdown letter and send to Milbank.
6/14/17	Matthew N Leist	.20	Review updated variance report and send the same to Milbank.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Matthew N Leist	.20	Correspond with Lazard re term loan fee letter, term loan credit agreement and backstop premium.
6/14/17	Matthew N Leist	.30	Finalize officer's certificate and send to Milbank.
6/14/17	Matthew N Leist	.30	Compile final security agreement schedules and send to Milbank.
6/14/17	Matthew N Leist	.40	Correspond with VA local counsel re opinion and items needed to release executed copy.
6/14/17	Matthew N Leist	.40	Compile final credit agreement schedules and send to Milbank.
6/14/17	Matthew N Leist	.40	Review DIP term loan documents to determine whether anything therein prohibits Gymboree from opening new cash management accounts.
6/14/17	Matthew N Leist	.50	Review and make comments to updated draft of DIP term loan credit agreement.
6/14/17	Matthew N Leist	.50	Finalize opinion and send to Milbank.
6/14/17	Matthew N Leist	.60	Review and make comments to security agreement.
6/14/17	Matthew N Leist	.70	Correspond with Milbank, AlixPartners and Gymboree re outstanding items and timing of closing.
6/14/17	Matthew N Leist	.80	Review and update opinion.
6/14/17	Matthew N Leist	.90	Telephone conference with AlixPartners re notice requirements under DIP term loan credit agreement.
6/14/17	Matthew N Leist	1.10	Review and update DIP term loan credit agreement schedules.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Matthew N Leist	1.40	Draft summary memo of material terms in DIP term loan credit agreement for AlixPartners and Gymboree.
6/15/17	Dennis M Myers, P.C.	1.00	Conferences re rights offering structure.
6/15/17	Michelle Kilkenney, P.C.	.60	Conference with A. Idrizovic and D. O'Shaughnessy re carve-out reserve (.4); attend closing call (.2).
6/15/17	Katherine Bolanowski	.90	Coordinate DIP closing and closing telephone conference.
6/15/17	Andrew Idrizovic	5.00	Analyze, revise and finalize DIP credit agreement for closing (4.8); closing telephone conference (.2).
6/15/17	Phil Giglio	.80	Review and analyze ICA opinion.
6/15/17	Sharad Thaper	.30	Correspond with G. Hartlieb re landlord research for DIP Motion.
6/15/17	John Kefer	3.50	Coordinate ABL closing (2.5); prepare compliance memo (1.0).
6/15/17	Matthew N Leist	.10	Telephone conference with Kutak Rock re deliverables and release of opinions at closing.
6/15/17	Matthew N Leist	.20	Closing telephone conference with all DIP parties.
6/15/17	Matthew N Leist	.40	Review and analyze executed ABL documents and send the same to Milbank.
6/15/17	Matthew N Leist	.80	Review and analyze compiled executed DIP term loan documents provided by Milbank.
6/15/17	Matthew N Leist	1.00	Correspond with Milbank, AlixPartners and Company re outstanding deliverables and closing.
6/16/17	Dennis M Myers, P.C.	1.00	Review pleadings relating to rights offering and securities-related matters.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/16/17	Katherine Bolanowski	.70	Review and correspond with M. Leist re compliance guide.
6/16/17	Andrew Idrizovic	.50	Analyze and comment on exit financing slides.
6/16/17	Sharad Thaper	.50	Correspond with C. Foster re deadlines and milestones.
6/16/17	John Kefer	1.00	Correspondence re DIP closing documents (.5); prepare compliance memo (.5).
6/16/17	Matthew N Leist	1.90	Draft memorandum summarizing material terms in DIP term loan credit agreement for AlixPartners and Gymboree.
6/16/17	Matthew N Leist	2.20	Draft memorandum summarizing material terms in DIP term loan credit agreement for AlixPartners and Gymboree.
6/16/17	Matthew N Leist	2.50	Draft memorandum summarizing material terms in DIP term loan credit agreement for AlixPartners and Gymboree.
6/17/17	Matthew N Leist	.30	Review and redact DIP credit agreements and send the same to Lazard for exit financing.
6/19/17	Michelle Kilkenney, P.C.	.80	Prepare for and participate in conference with S. Ware and K&E team re set off rights (.5); review, analyze same (.3).
6/19/17	Joshua A Sussberg, P.C.	1.00	Correspond re DIP status and lender participation (.1); correspond re interest payment and relation to DIP (.2); review exit financing materials and respond re same (.7).
6/19/17	Andrew Idrizovic	.50	Participate in telephone conference re cash movement questions with CRO.
6/19/17	John Peterson	2.00	Review and analyze research re recoupment issues (1.5); office conference with S. Sahel re same (.5).
6/19/17	John Kefer	6.30	Prepare compliance memo.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Matthew N Leist	.30	Review and analyze final executed DIP term loan documents.
6/19/17	Matthew N Leist	1.60	Review and revise legal opinion diligence checklist.
6/19/17	Matthew N Leist	1.90	Review and update DIP financing compliance memorandum for Gymboree and AlixPartners.
6/19/17	Matthew N Leist	2.10	Review and revise legal opinion diligence checklist.
6/20/17	Anup Sathy, P.C.	.50	Review, analyze DIP issues.
6/20/17	Katherine Bolanowski	2.20	Telephone conferences with A. Idrizovic and M. Leist re borrowing mechanics (1.2); review and correspond re compliance certificate and LIBOR roll (1.0).
6/20/17	Andrew Idrizovic	2.40	Revise DIP compliance and reporting guide.
6/20/17	John Kefer	3.80	Prepare compliance memo (3.5); telephone conference re compliance memo and NDAs (.3).
6/20/17	Matthew N Leist	.20	Review and analyze DIP ABL credit agreement and form of compliance certificate.
6/20/17	Matthew N Leist	.80	Draft officer's certificate to submit with variance report for DIP term loan.
6/20/17	Matthew N Leist	2.10	Review and revise DIP financing summary memorandum for Gymboree and AlixPartners.
6/21/17	Michelle Kilkenney, P.C.	.50	Respond to compliance inquires and analyze same.
6/21/17	Joshua A Sussberg, P.C.	.10	Correspond re rights offering issues.
6/21/17	Katherine Bolanowski	.70	Telephone conference with S. Ware and A. Idrizovic re compliance guide and communications re same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Andrew Idrizovic	1.00	Telephone conference with AlixPartners and Gymboree re reporting guide.
6/21/17	Timothy Bow	.50	Telephone conference with K&E team re DIP issues.
6/21/17	Matthew Fagen	.50	Correspond re DIP payments.
6/21/17	Matthew Fagen	.40	Correspond re cash management.
6/21/17	John Kefer	5.00	Prepare compliance memo (1.0); prepare Exit NDAs (3.7); telephone conference re compliance (.3).
6/21/17	Matthew N Leist	.40	Review and revise DIP financing compliance memorandum.
6/21/17	Matthew N Leist	.70	Prepare for and participate in telephone conference with AlixPartners, A. Idrizovic, D. O'Shaughnessy, J. Keefer and K. Bolanowski re DIP financing compliance memorandum and reporting.
6/22/17	Anup Sathy, P.C.	1.00	Review and analyze rights offering issues.
6/22/17	Joshua A Sussberg, P.C.	1.00	Telephone conference with R. Stark (.4); telephone conference with Milbank and Neil re rights offering issues (.5); correspond re same (.1).
6/22/17	Katherine Bolanowski	.60	Telephone conference with S. Ware and A. Idrizovic and communications re reporting.
6/22/17	Andrew Idrizovic	1.00	Telephone conference with AlixPartners and Gymboree on reporting requirements (.5); analyze and comment on DIP reporting calendar (.5).
6/22/17	James Dickson	2.30	Review and comment on non-disclosure agreement comments from potential DIP-financing entity.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	John Kefer	3.00	Prepare exit NDAs (1.0); telephone conference re compliance scheduling (.5); review compliance calendar (1.5).
6/22/17	Matthew N Leist	.30	Correspond with Milbank re LIBOR continuations/conversions and weekly reporting under the DIP term loan credit agreement.
6/22/17	Matthew N Leist	.40	Prepare for and participate in telephone conference with Gymboree, AlixPartners, M. Kilkenney, K. Bolanowski, A. Idrizovic and J. Kefer re DIP compliance certificates and variance analysis.
6/22/17	Matthew N Leist	1.60	Review and analyze DIP calendar of reporting requirements to confirm they are consistent with the DIP term loan credit agreement.
6/23/17	Anup Sathy, P.C.	.50	Review and analyze DIP issues.
6/23/17	Michelle Kilkenney, P.C.	.40	Prepare for and participate in conference with S. Ware, D. O'Shaughnessy, A. Idrizovic and J. Mesterharm re compliance matters.
6/23/17	Joshua A Sussberg, P.C.	2.60	Review and analyze rights offering issues (.9); telephone conference with K&E team and AlixPartners re same (.5); telephone conference with A. Idrizic re same (.5); correspond with board re same (.4); correspond with RSA parties re same (.3).
6/23/17	Katherine Bolanowski	.40	Review credit agreement and correspond with S. Ware re borrower requests.
6/23/17	Andrew Idrizovic	1.00	Discuss and resolve requirements for TL borrowing (.5); analyze DIP TL credit agreement and draft summary of prepayment premium and OID/fees already paid (.5).
6/23/17	James Dickson	1.10	Review and comment on non-disclosure agreement comments from potential financing entity.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/23/17	John Kefer	1.80	Review exit NDAs and deliverables schedule.
6/23/17	Matthew N Leist	.20	Review and revise NDA for potential lender in connection with exit financing.
6/23/17	Matthew N Leist	.30	Review and analyze DIP order and DIP term loan credit agreement re CS priority in segregated operating account.
6/23/17	Matthew N Leist	.30	Review and analyze borrowing/withdrawal procedures in credit agreement.
6/23/17	Matthew N Leist	.40	Prepare notice of withdrawal for DIP term loan.
6/23/17	Matthew N Leist	.40	Review and analyze governing law and jurisdiction provisions in NDAs in connection with exit financing.
6/23/17	Matthew N Leist	.40	Review and analyze proposal to refinance DIP term loan.
6/23/17	Matthew N Leist	.40	Review and summarize fees in DIP term loan facility for potential refinancing.
6/23/17	Matthew N Leist	.50	Review and revise NDA for potential lender in connection with exit financing.
6/23/17	Matthew N Leist	.50	Correspond with AlixPartners and Gymboree re withdrawal mechanics for DIP term loan.
6/23/17	Matthew N Leist	.60	Review and revise NDA for potential lender in connection with exit financing.
6/24/17	Gabor Balassa, P.C.	.70	Review correspondence re DIP backstop fees and correspond with team re same.
6/24/17	Anup Sathy, P.C.	1.00	Review and analyze rights offering issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/24/17	Joshua A Sussberg, P.C.	5.10	Telephone conferences with E. Fleck re rights offering issues (.5); telephone conference with S. Serajeddini re same (.5); telephone conference with A. Sathy re same (.5); telephone conference with R. Stark re same (.5); correspond re letter and revise same (.7); telephone conferences with T. Walper re rights offering issues (.5); telephone conference with S. Winograd re same (.5); revise letter (.4); telephone conference with T. Bow (.2); telephone conference with L. Krucks (.3); telephone conference with M. Barr re same (.5).
6/24/17	Martin L Roth	.30	Review and analyze correspondence re rights offering issues.
6/24/17	Craig J Garvey	1.00	Review and analyze rights offering proposal.
6/24/17	Andrew Idrizovic	.50	Analyze and comment on letter regarding DIP proposal.
6/24/17	Timothy Bow	2.40	Draft letter re DIP backstop (1.3); review and revise same (.3); correspond with K&E team, AlixPartners re same (.8).
6/24/17	Matthew N Leist	.40	Review and analyze response to DIP TL refinancing proposal.
6/24/17	Matthew N Leist	.80	Review and revise response to DIP TL refinancing proposal.
6/25/17	Anup Sathy, P.C.	1.20	Review and analyze issues re alternative financing.
6/25/17	Joshua A Sussberg, P.C.	1.40	Telephone conferences with E. Fleck re rights offering issues (.3); telephone conference with R. Stark re same (.5); correspond re same (.1); telephone conference with Stark, Rothschild and Milbank re same (.5).
6/25/17	Laura Krucks	.60	Review and analyze Chubb DIP language.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/25/17	Matthew N Leist	.20	Review and analyze DIP term loan credit agreement re proposed refinancing.
6/26/17	Michelle Kilkenney, P.C.	1.00	Conferences with K, Bolanowski and S. Ware re compliance matters.
6/26/17	Joshua A Sussberg, P.C.	2.40	Correspond re rights offering issues and telephone conferences re same (1.0); correspond with board re same (.3); telephone conference with C. Chen re same (.5); telephone conferences with E. Fleck re same (.3); telephone conference with C. Tempke re status (.2).
6/26/17	Katherine Bolanowski	1.70	Telephone conferences with S. Ware and M. Kilkenney re borrowing (1.0); review and correspond with M. Leist re borrowing notices (.7).
6/26/17	Craig J Garvey	.20	Review and analyze correspondence related to rights offering issues.
6/26/17	James Dickson	1.00	Review and comment on non-disclosure agreement comments from potential financing entity.
6/26/17	Ciara Foster	.90	Correspond with L. Krucks re fee reporting requirements pursuant to the interim DIP order (.3); correspond with S. Ware re same (.3); correspond with K&E team re same (.3).
6/26/17	John Kefer	1.30	Prepare exit NDAs.
6/26/17	Matthew N Leist	.20	Review and analyze borrowing procedures in DIP term loan credit agreement.
6/26/17	Matthew N Leist	.20	Finalize and submit borrowing notice for second interim borrowing.
6/26/17	Matthew N Leist	.30	Correspond with AlixPartners and Gymboree re segregated account info and borrowing mechanics.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Matthew N Leist	.40	Review and analyze provisions in DIP term loan credit agreement re segregated operating account to determine whether it can be changed.
6/26/17	Matthew N Leist	.40	Prepare borrowing notice for second interim borrowing.
6/27/17	Michelle Kilkenney, P.C.	.30	Conference with S. Ware and K. Bolanowski re compliance matters.
6/27/17	Joshua A Sussberg, P.C.	.20	Correspond re creditor and miscellaneous issues.
6/27/17	Steven Serajeddini	1.10	Review and analyze issues re DIP (.4); correspond and conference with K&E working group, client re same (.7).
6/27/17	Katherine Bolanowski	.60	Review, analyze correspondence from S. Ware and telephone conference with M. Kilkenney re same.
6/27/17	James Dickson	.30	Review and comment on non-disclosure agreement comments from potential financing entity, including telephonic conferences with N. Trezza (.2) and telephonic conference with C. Cohn (.1)
6/27/17	Laura Krucks	.30	Correspond re DIP reporting requirements.
6/27/17	Ciara Foster	.50	Correspond with K&E team re fee reports re interim DIP order (.3); correspond with S. Ware re same (.2).
6/27/17	John Kefer	3.80	Prepare exit NDAs.
6/27/17	Matthew N Leist	.20	Correspond with AlixPartners re submission of notice of borrowing and notice of withdrawal re DIP term loan.
6/27/17	Matthew N Leist	.20	Prepare for and participate in telephone conference with M. Kilkenney, K. Bolanowski and AlixPartners re DIP issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Matthew N Leist	.30	Correspond with Gymboree, AlixPartners and Milbank re segregated operating account and withdrawal procedures.
6/27/17	Matthew N Leist	.50	Review and analyze DIP term loan credit documents re segregated operating account and withdrawal procedures.
6/28/17	Joshua A Sussberg, P.C.	1.00	Correspond re creditor (.2); telephone conference with S. Serajeddini re same (.2); telephone conference with R. Lemons re same (.3); telephone conference with T. Walper re same (.3).
6/28/17	Katherine Bolanowski	1.40	Review, analyze interim DIP order (.2); correspond with L. Krucks, A. Idrizovic and M. Kilkenney re carveout (1.2).
6/28/17	Garry Hartlieb	.30	Correspond with L. Krucks and T. Bow re rent issue for DIP objections reply.
6/28/17	John Kefer	1.50	Prepare exit NDAs.
6/29/17	Michelle Kilkenney, P.C.	1.10	Draft summary of carve-out and related matters (.4); review and mark-up DIP order (.5); conference with L. Krucks re same (.2).
6/29/17	Maureen McCarthy	.80	Draft notice of filing of proposed final DIP order.
6/29/17	Laura Krucks	5.30	Review and analyze final DIP order and issues re same.
6/29/17	John Kefer	1.00	Prepare Exit NDAs (.7); review W9s (.3).
6/29/17	Matthew N Leist	.80	Review and analyze draft of final interim DIP order.
6/30/17	Michelle Kilkenney, P.C.	.30	Conference with S. Ware and A. Idrizovic re compliance matters.
6/30/17	Steven Serajeddini	3.80	Review and analyze matters re DIP (2.1); correspond and conference with K&E working group, client re same (1.7).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/30/17	Andrew Idrizovic	.70	Telephone conference re ABL funding mechanics.
6/30/17	Sharad Thaper	9.20	Update objection tracker (1.7); review and analyze DIP reply research materials (3.5); begin initial outline re DIP reply (3.4); correspond with K&E team re same (.6).
6/30/17	James Dickson	.70	Review and comment on non-disclosure agreement comments from potential financing entity.
6/30/17	Laura Krucks	3.10	Review and revise final DIP order.
6/30/17	Ryan Besaw	.40	Draft DIP reply.
6/30/17	Garry Hartlieb	.90	Correspond with K&E team re DIP reply (.4); correspond with paralegals re same (.1); organize files re DIP reply (.4).
6/30/17	Jaimeson Fedell	1.90	Review, analyze DIP credit agreements and draft table of milestones (1.8); correspond with K&E team re same (.1).
6/30/17	John Kefer	.50	Telephone conference re ABL mechanics (.2); correspondence re W-9 forms (.3).
6/30/17	Matthew N Leist	.40	Prepare for and participate in telephone conference with AlixPartners and Gymboree re borrowing mechanics and changes to DIP order.
6/30/17	Matthew N Leist	.50	Review and analyze draft of final DIP order and DIP term credit agreement re store closings list (.4); correspond with Milbank re same (.1).
		246.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140984
Client Matter: 42462-13

In the matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 159,807.00
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 159,807.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	.70	1,325.00	927.50
Ryan Besaw	.20	240.00	48.00
Timothy Bow	9.70	735.00	7,129.50
Matthew Fagen	49.10	905.00	44,435.50
Jaimeson Fedell	5.70	645.00	3,676.50
Ciara Foster	20.20	555.00	11,211.00
Craig J Garvey	10.40	1,035.00	10,764.00
Garry Hartlieb	1.20	645.00	774.00
Laura Krucks	48.30	735.00	35,500.50
Scott Lerner	.30	930.00	279.00
Maureen McCarthy	6.90	390.00	2,691.00
Gerardo Mijares-Shafai	.10	645.00	64.50
Anup Sathy, P.C.	2.00	1,410.00	2,820.00
Steven Serajeddini	19.90	1,035.00	20,596.50
Alison A Skaife	10.30	845.00	8,703.50
Joshua A Sussberg, P.C.	5.20	1,165.00	6,058.00
Sharad Thaper	6.40	645.00	4,128.00
TOTALS	196.60		\$ 159,807.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/13/17	Anup Sathy, P.C.	.50	Review and analyze plan issues.
6/13/17	Joshua A Sussberg, P.C.	.50	Review plan and correspond re same (.3); correspond re process and filing (.2).
6/13/17	Alison A Skaife	3.30	Revise disclosure statement.
6/13/17	Sharad Thaper	.20	Correspond with K&E team re disclosure statement.
6/13/17	Laura Krucks	8.70	Telephone conference re disclosure statement with AlixPartners and Lazard (.4); draft disclosure statement (8.3).
6/13/17	Timothy Bow	3.60	Review and revise plan.
6/13/17	Ciara Foster	4.50	Review and revise chapter 11 plan (4.0); correspond with K&E team re same (.5).
6/13/17	Matthew Fagen	8.20	Review and revise draft plan (5.8); analyze DS and related issues (2.4).
6/14/17	Anup Sathy, P.C.	.50	Review and analyze plan issues.
6/14/17	Joshua A Sussberg, P.C.	.30	Correspond re plan and DS.
6/14/17	Scott Lerner	.30	Office conference with G. Balassa re next steps.
6/14/17	Craig J Garvey	.60	Prepare for and participate in telephone conference with Lazard, AlixPartners and K&E team re disclosure statement related matters.
6/14/17	Craig J Garvey	1.20	Revise and review plan.
6/14/17	Craig J Garvey	2.00	Draft rights offerings procedure documentation.
6/14/17	Alison A Skaife	3.20	Revise disclosure (2.7); review L. Krucks changes to disclosure (.5).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Gerardo Mijares-Shafai	.10	Conference with L. Krucks and J. Fedell re disclosure statement motion.
6/14/17	Sharad Thaper	2.50	Correspond with L. Krucks re disclosure statement (.2); telephone conference with M. Fagen re same (.1); revise disclosure statement (2.2).
6/14/17	Laura Krucks	2.90	Telephone conference re disclosure statement with AlixPartners and Lazard (.6); review and revise disclosure statement (2.3).
6/14/17	Jaimeson Fedell	3.00	Review, revise motion to approve disclosure statement and telephone conferences with K&E team re same.
6/14/17	Matthew Fagen	12.30	Review and revise draft plan to send to parties (5.5); review and revise draft DS (3.8); review and revise draft backstop motion (2.4); correspond re valuation analysis (.6).
6/15/17	Joshua A Sussberg, P.C.	.80	Correspond re status and discuss same with M. Fagen (.3); correspond re approvals and disclosure statement modifications (.1); discuss same with S. Winograd and correspond with MTO (.4).
6/15/17	Craig J Garvey	.40	Review and revise plan (.3); correspond with M. Fagen re same (.1).
6/15/17	Craig J Garvey	3.20	Review and revise disclosure statement (2.8); correspond with D. Myers and L. Krucks with respect thereto (.4).
6/15/17	Alison A Skaife	1.60	Revise disclosure statement.
6/15/17	Sharad Thaper	3.70	Draft and revise disclosure statement.
6/15/17	Laura Krucks	6.70	Review and revise disclosure statement and disclosure statement motion.
6/15/17	Timothy Bow	3.40	Review and revise plan (2.3); conferences with K&E team re same (.8); draft board resolutions re same (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/15/17	Garry Hartlieb	1.20	Correspond with Gymboree K&E team re DIP reply (.1); correspond with K&E team re DIP Reply (.5); research reply brief requirements and page limits (.6).
6/15/17	Ciara Foster	5.50	Review and revise plan (4.0); incorporate revised term sheet into plan (1.0); correspond with K&E team re same (.5).
6/15/17	Jaimeson Fedell	1.60	Review, revise motion to approve disclosure statement.
6/15/17	Matthew Fagen	11.80	Review and revise draft plan (3.7); review and revise draft disclosure statement (3.9); review and revise draft DS motion (1.4); review and revise draft backstop motion (.7); extensive communications re foregoing (2.1).
6/16/17	Maureen McCarthy	3.50	Draft and finalize notice of disclosure statement hearing (1.6); draft and finalize notice of hearing re backstop commitment agreement motion (.6); follow up with working group re filing of plan, disclosure statement and motion to approve disclosure statement (.6); draft notice of filing of chapter 11 plan (.5); follow-up with Prime Clerk re service of the notice of disclosure statement hearing and motion to approve the disclosure statement (.2).
6/16/17	Joshua A Sussberg, P.C.	1.00	Telephone conference with A. Sathy (.2); telephone conference with M. Fagen (.3); telephone conference with S. Serajeddini (.3); review and correspond re same and board consent (.1); review comments from lenders to same (.1).
6/16/17	Steven Serajeddini	5.60	Review and revise documents re plan confirmation (2.4); correspond with K&E working group, client re issues re same (2.3); review and analyze same (.9).
6/16/17	Craig J Garvey	.50	Review and analyze plan and correspond with M. Fagen with respect thereto.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/16/17	Craig J Garvey	2.10	Review and revise disclosure statement (1.8); correspond with D. Myers and L. Krucks with respect thereto (.3).
6/16/17	Alison A Skaife	.20	Review, analyze changes to disclosure statement (.1); correspond with T. Davis re same (.1).
6/16/17	Laura Krucks	11.50	Review and revise plan, disclosure statement, disclosure statement motion and prepare same for filing (10.5); telephone conferences re same (1.0).
6/16/17	Timothy Bow	2.40	Prepare signature packets for Board resolutions re plan (.3); correspond with K&E team re same (.2); correspondence re board with packets (.4); correspond with board members re signatures (.2); organize signature packets (.2); review and revise plan (.3); review and analyze edits from Milbank, ML re plan (.4); correspond with K&E team re same (.4).
6/16/17	Ciara Foster	3.50	Review and revise chapter 11 plan (3.0); correspond with K&E team re same (.5).
6/16/17	Ciara Foster	1.70	Review and revise backstop commitment agreement motion (1.5); correspond with K&E team re same (.2).
6/16/17	Jaimeson Fedell	1.10	Review and revise disclosure statement motion.
6/16/17	Matthew Fagen	15.00	Review and revise draft plan (5.4); review and revise draft disclosure statement (4.2); review and revise draft backstop commitment motion (.9); review and revise draft DS motion (1.2); correspond re foregoing (1.9); coordinate filing of same (1.4).
6/17/17	Steven Serajeddini	1.10	Correspond with K&E working group, company re plan issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Steven Serajeddini	4.50	Correspond with K&E working group, company re plan issues (1.9); review and revise documents re same (1.4); review and analyze same (1.2).
6/20/17	Maureen McCarthy	.30	Search and distribute precedent re backstop agreement motion and rights offering procedures.
6/20/17	Alison A Skaife	1.00	Attend telephone conference re model.
6/20/17	Matthew Fagen	1.20	Review, analyze disclosure statement exhibits.
6/21/17	Steven Serajeddini	2.90	Correspond and conference with K&E working group re plan issues (2.2); review and analyze same (.4); review and revise documents re same (.3).
6/21/17	Matthew Fagen	.60	Review and revise disclosure statement exhibits.
6/22/17	Gabor Balassa, P.C.	.70	Correspond with J. Sussberg and S. Serajeddini re status ad planning (.2); correspond with team re next steps (.4); telephone conference with MTO re timing (.1).
6/22/17	Alison A Skaife	1.00	Attend call re tax analysis of plan structure.
6/22/17	Timothy Bow	.30	Correspond and telephone conference with S. Serajeddini re RSA joinder (.1); telephone conference with M. Price re same (.1); correspond with K&E team re same (.1).
6/23/17	Joshua A Sussberg, P.C.	.50	Telephone conference re projections with AlixPartners and Lazard.
6/23/17	Steven Serajeddini	2.90	Correspond and conference with K&E working group, Lazard, client re plan issues (2.1); review and analyze same (.8).
6/24/17	Joshua A Sussberg, P.C.	.70	Telephone conference with Lazard, AlixPartners and D. Geisemer re DS and correspond re same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/24/17	Steven Serajeddini	2.90	Correspond and conference with K&E working group, client, Lazard, AlixPartners re plan issues (2.1); review and analyze same (.8).
6/24/17	Laura Krucks	1.80	Review and revise financial projections (1.2); review milestones and correspond with N. Bernstein re same (.6).
6/25/17	Laura Krucks	1.80	Review and revise financial projections.
6/26/17	Joshua A Sussberg, P.C.	.80	Telephone conference with Milbank and Rothschild re status and projections (.5); discuss same with S. Serajeddini (.3).
6/26/17	Laura Krucks	3.70	Review and revise disclosure statement and exhibits.
6/27/17	Maureen McCarthy	.90	Draft notice of filing of disclosure statement.
6/27/17	Craig J Garvey	.40	Correspond with T. Bow re disclosure matters.
6/27/17	Laura Krucks	4.50	Review and revise disclosure statement and exhibits.
6/28/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
6/28/17	Maureen McCarthy	1.40	Draft notice of filing of amended disclosure statement (.8); draft reply to objections to backstop commitment agreement motion (.6).
6/28/17	Laura Krucks	5.70	Review and revise disclosure statement and exhibits and prepare same for filing.
6/28/17	Ciara Foster	1.60	Draft and revise declaration in support of backstop motion (1.3); correspond with K&E team re same (.3).
6/29/17	Maureen McCarthy	.80	Review, revise and finalize notice of amended disclosure statement.
6/29/17	Joshua A Sussberg, P.C.	.60	Conference with S. Serajeddini re status (.3); telephone conference with B. LeHane re status (.2); correspond re DS and status (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Laura Krucks	1.00	Prepare disclosure statement for filing.
6/29/17	Ryan Besaw	.20	Produce minibooks re DS and redline.
6/29/17	Ciara Foster	.40	Review and revise declaration in support of backstop motion (.2); correspond with T. Bow re same (.1); correspond with Lazard re same (.1).
6/30/17	Ciara Foster	3.00	Review and review declaration in support of backstop motion (2.5); correspond with K&E team and Lazard team re same (.5).
		196.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140985
Client Matter: 42462-14

In the matter of Employee Issues

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 17,753.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 17,753.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	5.70	735.00	4,189.50
Matthew Fagen	.80	905.00	724.00
Jaimeson Fedell	.40	645.00	258.00
Tatum Ji	3.30	725.00	2,392.50
Richard W Kidd	3.80	1,295.00	4,921.00
Michael Krasnovsky	.40	1,090.00	436.00
Scott D Price	.80	1,475.00	1,180.00
Allyson Smith	1.70	555.00	943.50
Sharad Thaper	4.20	645.00	2,709.00
TOTALS	21.10		\$ 17,753.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Scott D Price	.80	Discuss employee issues.
6/14/17	Timothy Bow	.70	Telephone conference with Company re wages issues (.4); telephone conference with M. Fagen, M. Repko re same (.3).
6/15/17	Timothy Bow	.40	Telephone conference with Company re employee issues.
6/16/17	Sharad Thaper	4.20	Research re severance issues.
6/16/17	Timothy Bow	.90	Draft messaging for Company (.2); conference with M. Fagen, Company re same (.2); telephone conference with Company re severance issues (.5).
6/17/17	Michael Krasnovsky	.10	Correspond re employee compensation.
6/19/17	Michael Krasnovsky	.10	Correspond re employee compensation.
6/19/17	Timothy Bow	.90	Correspond with Company re severance agreements (.1); review and revise same (.1); research re severance issues (.2); telephone conference with Company, M. Fagen re end-of-employment issues (.5).
6/19/17	Richard W Kidd	.50	Review and analyze employee issues.
6/19/17	Matthew Fagen	.80	Correspond re employee issues.
6/19/17	Tatum Ji	1.20	Review and revise incentive plan materials.
6/20/17	Allyson Smith	.40	Review and analyze wages motion.
6/20/17	Jaimeson Fedell	.40	Research re employee issues.
6/21/17	Michael Krasnovsky	.20	Correspond re employee issues (.1); review and revise same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Timothy Bow	1.50	Research re administrative claims and severance (.3); telephone conference with Company re employee issues (.7); conference with M. Fagen re same (.1); review and analyze suggestion of bankruptcy re employment matters (.2); review and analyze correspondence from Company re employment-related proceeding (.2).
6/21/17	Richard W Kidd	1.50	Review and revise employee issues.
6/22/17	Timothy Bow	.90	Review and analyze employee issues (.4); telephone conference with Company, M. Fagen re same (.1); telephone conference with Company, AlixPartners re store closing incentive programs (.4).
6/23/17	Allyson Smith	1.00	Review and analyze precedent re wages order issue.
6/23/17	Tatum Ji	.50	Follow up re employee issues.
6/24/17	Richard W Kidd	.80	Review employment issue re layoffs.
6/24/17	Tatum Ji	.40	Review relevant correspondence and discuss employee issues.
6/26/17	Timothy Bow	.40	Review and revise incentive, severance programs for store closing sales.
6/28/17	Richard W Kidd	1.00	Review and revise agreements.
6/28/17	Tatum Ji	1.20	Review and provide comments to incentive agreements.
6/29/17	Allyson Smith	.30	Revise wages final order.
		21.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140986
Client Matter: 42462-15

In the matter of Executory Contracts, Unexpired Leases

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 13,542.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 13,542.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	2.50	735.00	1,837.50
Matthew Fagen	3.10	905.00	2,805.50
Ciara Foster	1.10	555.00	610.50
Garry Hartlieb	1.10	645.00	709.50
Laura Krucks	2.40	735.00	1,764.00
Maureen McCarthy	.40	390.00	156.00
Steven Serajeddini	3.10	1,035.00	3,208.50
Sharad Thaper	3.80	645.00	2,451.00
TOTALS	17.50		\$ 13,542.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/13/17	Matthew Fagen	1.20	Analyze landlord issues re DIP financing.
6/16/17	Timothy Bow	.10	Correspond with Company, AlixPartners re lease issues and stay violations.
6/16/17	Timothy Bow	.50	Review and revise 365(d)(4) extension motion.
6/19/17	Timothy Bow	.30	Conference with M. Fagen re lease issues (.1); review and analyze same (.1); telephone conference with T. Grossman re same (.1).
6/19/17	Ciara Foster	.70	Review and revise 365(d)(4) motion to extend time to assume or reject executory contracts (.4); correspond with K&E team re same (.3).
6/19/17	Matthew Fagen	1.10	Review and revise 365(d)(4) extension motion (.8); correspond re same (.3).
6/20/17	Maureen McCarthy	.40	Draft notice of hearing re 365(d)(4) motion.
6/20/17	Timothy Bow	.30	Correspond with Company re store lease issue (.1); telephone conference with landlord re same (.1); conference with S. Chen re same (.1).
6/20/17	Matthew Fagen	.40	Finalize and file 365(d)(4) extension motion.
6/21/17	Matthew Fagen	.40	Correspond with K&E team re lease rejections.
6/22/17	Sharad Thaper	3.80	Correspond with L. Krucks re executory contracts research (.2); research re same (3.4); correspond with L. Krucks re same (.2).
6/22/17	Laura Krucks	.60	Research re lease rejection.
6/23/17	Steven Serajeddini	3.10	Correspond with K&E working group re contractual, insurance matters (1.9); review and analyze same (1.2).
6/25/17	Laura Krucks	1.80	Draft letters re vendors.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Timothy Bow	.10	Telephone conference with landlord re 365(d)(4) motion.
6/28/17	Timothy Bow	.30	Telephone conference with attorney for landlord (.2); review and analyze issues re same (.1).
6/29/17	Timothy Bow	.50	Review and revise 365(d)(4) motion.
6/29/17	Ciara Foster	.40	Review and revise 365(d)(4) order to incorporate comments (.2); correspond with K&E team re same (.2).
6/30/17	Timothy Bow	.40	Telephone conference and correspond with D. Fischman re postpetition rent (.1); telephone conferences with landlords (.3).
6/30/17	Garry Hartlieb	1.10	Correspond with counsel to landlord re lease termination (.2); telephone conference with counsel to landlord re lease termination, contract issues (.3); correspond with T. Grossman re same (.2); correspond with T. Bow re same (.4).
		17.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140987
Client Matter: 42462-16

In the matter of Fees, Employment Application & Objection

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 131,061.00
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 131,061.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	.90	240.00	216.00
Ryan Besaw	2.50	240.00	600.00
Timothy Bow	4.50	735.00	3,307.50
Matthew Fagen	24.40	905.00	22,082.00
Jaimeson Fedell	10.40	645.00	6,708.00
Ciara Foster	34.60	555.00	19,203.00
Stephen P Garoutte	.50	265.00	132.50
Allison Graybill	1.00	265.00	265.00
Chad J Husnick, P.C.	.40	1,165.00	466.00
Laura Krucks	47.20	735.00	34,692.00
Maureen McCarthy	20.10	390.00	7,839.00
Gerardo Mijares-Shafai	6.30	645.00	4,063.50
Elaine S Santucci	.30	235.00	70.50
Anup Sathy, P.C.	5.00	1,410.00	7,050.00
Steven Serajeddini	3.60	1,035.00	3,726.00
Allyson Smith	7.90	555.00	4,384.50
Joshua A Sussberg, P.C.	3.00	1,165.00	3,495.00
Sharad Thaper	12.90	645.00	8,320.50
Patrick Venter	8.00	555.00	4,440.00
TOTALS	193.50		\$ 131,061.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/13/17	Anup Sathy, P.C.	.50	Review and revise retention application.
6/13/17	Gerardo Mijares-Shafai	.10	Correspond with AlixPartners and K&E team re retention application filing deadline.
6/13/17	Ciara Foster	1.60	Review and update interim compensation motion (.5); correspond with T. Bow re same (.2); review and update ordinary course professionals motion (.5); correspond with L. Krucks re same (.2); correspond with AlixPartners team re same (.2).
6/14/17	Anup Sathy, P.C.	.50	Review and revise retention materials.
6/14/17	Laura Krucks	1.50	Review and revise retention applications
6/14/17	Jaimeson Fedell	1.60	Review, revise K&E retention application.
6/14/17	Matthew Fagen	1.80	Review and revise draft K&E retention application.
6/15/17	Sharad Thaper	3.90	Revise Lazard retention application.
6/15/17	Laura Krucks	3.60	Review and revise retention applications (2.6); review and analyze ordinary course professionals (.7); telephone conference re ordinary course professionals (.3).
6/15/17	Ciara Foster	1.80	Review and revise A&G retention application (1.0); correspond with K&E team re same (.3); telephone conference with Company re ordinary course professionals (.2); correspond with L. Krucks re same (.3).
6/16/17	Anup Sathy, P.C.	1.00	Analyze retention issues.
6/16/17	Maureen McCarthy	1.20	Draft pleading template re KPMG retention application.
6/16/17	Sharad Thaper	2.80	Correspond with L. Krucks re Lazard retention application (.2); revise same (2.4); correspond with Lazard re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/16/17	Laura Krucks	1.00	Correspondence re KPMG retention and ordinary course professionals.
6/16/17	Timothy Bow	1.40	Correspond with K&E team re retention application (.4); review and revise CRO retention application (.4); review and revise A&G retention application (.3); review and revise interim compensation motion (.3).
6/16/17	Ciara Foster	4.50	Review and revise A&G retention application (1.5); revise and revise Prime Clerk retention application (1.5); review and revise interim compensation motion (1.0); correspond with T. Bow re same (.5).
6/16/17	Jaimeson Fedell	.90	Review and revise K&E retention application.
6/16/17	Matthew Fagen	.70	Draft K&E retention application.
6/17/17	Laura Krucks	2.10	Review and analyze ordinary course professionals motions (1.7) and correspond with C. Foster re same (.4).
6/17/17	Ciara Foster	1.50	Review and revise ordinary course professional motion (1.3); correspond with L. Krucks re same (.2).
6/18/17	Anup Sathy, P.C.	1.00	Review and revise retention affidavits.
6/18/17	Joshua A Sussberg, P.C.	1.00	Review and comment on K&E retention application and declaration.
6/18/17	Laura Krucks	1.10	Review KPMG and OCP motions.
6/18/17	Ciara Foster	1.40	Review and revise interim compensation motion (.5); review and revise A&G retention application (.3); review and revise Prime Clerk retention application (.3); correspond with T. Bow re same (.3).
6/18/17	Matthew Fagen	.50	Attention to K&E retention application.
6/19/17	Anup Sathy, P.C.	1.00	Analyze retention issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Maureen McCarthy	2.40	Review and revise A&G retention application (.4); review and revise motion to appoint chief restructuring officer (.4); review and revise Lazard retention application (.4); review and revise interim compensation motion (.4); review and revise Prime Clerk retention application (.4); review and revise OCP motion (.4).
6/19/17	Joshua A Sussberg, P.C.	.10	Correspond with K&E team re Kirkland retention.
6/19/17	Steven Serajeddini	2.70	Review and revise second days motions (1.3); correspond with K&E working group re same (1.4).
6/19/17	Stephen P Garoutte	.50	Analyze disclosure of creditors/entities.
6/19/17	Allison Graybill	1.00	Organize and prepare parties for conflicts searching for creditors/entities.
6/19/17	Elaine S Santucci	.30	Draft schedules 1 & 2 for K&E retention application declaration.
6/19/17	Allyson Smith	2.60	Draft KPMG retention application.
6/19/17	Gerardo Mijares-Shafai	.40	Review, revise APS CRO application (.3); correspond with C. Foster and T. Bow re same (.1).
6/19/17	Sharad Thaper	4.70	Correspond and telephone conferences re Lazard retention application.
6/19/17	Laura Krucks	1.30	Telephone conference re Siegfried retention (.2); telephone conference with J. Fedell re K&E retention (.5); review retention applications (.6).
6/19/17	Laura Krucks	2.10	Review and revise retention applications.
6/19/17	Timothy Bow	.40	Review and revise second day employment applications.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Ciara Foster	9.60	Review and revise interim compensation motion (1.5); correspond with K&E team re same (.3); review and revise ordinary course professionals motion (1.5); correspond with K&E team and AlixPartners team re same (.4); review and revise A&G retention application (1.5); correspond with K&E team re same (.4); correspond with A&G re same (.3); review and revise prime clerk retention application (1.0); correspond with K&E team re same (.3); review and revise AlixPartners retention application (2.0); correspond with T. Bow re same (.4).
6/19/17	Jaimeson Fedell	4.10	Review, revise K&E retention application (3.0); telephone conference with M. Fagen, L. Krucks re same (.5); review, revise schedules to retention application (.5); correspond with K&E conflicts team re same (.1).
6/19/17	Matthew Fagen	6.50	Review and revise Kirkland retention application (3.6); review and revise retention applications for other professionals (2.9).
6/20/17	Maureen McCarthy	2.00	Review and revise A&G retention application (.4); review and revise motion to appoint chief restructuring officer (.4); review and revise Lazard retention application (.4); review and revise Siegfried retention application (.4); review and revise Prime Clerk retention application (.4).
6/20/17	Joshua A Sussberg, P.C.	.70	Correspond re second day pleadings (.4); correspond re Kirkland retention and review same (.3).
6/20/17	Patrick Venter	.80	Revise retention application.
6/20/17	Gerardo Mijares-Shafai	3.60	Review, revise AlixPartners CRO retention application (3.5); conference with S. Thaper and C. Foster re second day motions for filing (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/20/17	Laura Krucks	4.40	Review and revise retention applications and correspond with S. Thaper, J. Fedell and A. Smith re same.
6/20/17	Anthony C Abate	.30	Update Siegfried retention application for L. Krucks.
6/20/17	Timothy Bow	.20	Telephone conference with AlixPartners legal department re CRO retention application.
6/20/17	Ciara Foster	7.00	Review and revise interim compensation motion (1.5); correspond with K&E team re same (.5); review and revise ordinary course professionals motion (1.0); correspond with K&E team re same (.5); review and revise A&G retention application (1.5); correspond with K&E team re same (.5); review and revise Prime Clerk retention application (1.0); correspond with K&E team re same (.5).
6/20/17	Jaimeson Fedell	1.70	Telephone conferences with M. Fagen, L. Krucks re K&E retention application (.2); review and provide comments on Kutak Rock retention application (1.5).
6/20/17	Matthew Fagen	8.20	Review and revise retention application (2.8); correspond re same (2.4); review other professionals' retention applications (.9); correspond re same (.3); review and revise draft OCP and interim compensation motions (1.8).
6/21/17	Anup Sathy, P.C.	1.00	Analyze retention issues (.5); analyze disclosure statement issues (.5).
6/21/17	Joshua A Sussberg, P.C.	1.10	Correspond with M. Fagen re retention application and review same (.3); telephone conference with C. Husnick re same (.3); telephone conference with J. Sprayregen (.3); telephone conference with E. Fleck re status (.2).
6/21/17	Allyson Smith	.70	Revise KPMG retention application.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Patrick Venter	.40	Correspond with T. Bow re Siegfried retention app (.2); revise same (.2).
6/21/17	Gerardo Mijares-Shafai	.30	Correspond with T. Bow and AlixPartners re CRO retention application.
6/21/17	Laura Krucks	4.10	Review and revise retention applications and analyze issues re same.
6/21/17	Timothy Bow	.60	Review and analyze budget precedent (.1); correspond with K&E team re same (.1); conference with M. Fagen and S. Serajeddini re budget issues (.2); correspond and telephone conference with AlixPartners re CRO application (.2).
6/21/17	Jaimeson Fedell	.70	Office conference with L. Krucks re K&E retention application (.2); research precedent re K&E retention language viz a viz secured lenders (.5).
6/21/17	Matthew Fagen	6.00	Review, revise K&E retention application (4.2); correspond re same (.7); review, revise draft interim compensation motion (.6); review, revise draft OCP motion (.5).
6/22/17	Maureen McCarthy	4.20	Review and revise A&G retention application (.9); review and revise motion to appoint chief restructuring officer (.7); review and revise Lazard retention application (.4); review and revise Siegfried retention application (8); review and revise Prime Clerk retention application (.8); review and revise K&E retention application (.6).
6/22/17	Allyson Smith	.90	Revise KPMG retention application.
6/22/17	Patrick Venter	.90	Revise retention application re Siegfried (.7); correspond with T. Bow re same (.2).
6/22/17	Gerardo Mijares-Shafai	.30	Correspond with C. Foster, Milbank team and AlixPartners team re AlixPartners letter and Addendum (.2); conference with C. Foster and T. Bow re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Sharad Thaper	1.10	Correspond with L. Krucks re Lazard retention application (.3); compile filing version (.4); correspond with Lazard re same (.2); revise filing version (.2).
6/22/17	Laura Krucks	6.10	Review and revise KPMG retention application and analyze issues re same (2.0); review and revise K&E retention application and correspond with K&E team re same (2.0); review and revise Lazard retention (1.8); correspond re filing of same (.3).
6/22/17	Timothy Bow	1.40	Correspond with K&E team, AlixPartners re K&E retention (.8); review and revise Siegfried employment application (.6).
6/22/17	Ryan Besaw	1.70	Review, revise retention applications (1.4); correspond with K&E team re same (.3).
6/22/17	Ciara Foster	1.80	Review and revise interim compensation motion (.2); correspond with K&E team re same (.3); review and revise A&G retention application (.2); review and revise Prime Clerk retention application (.2); review and revise AlixPartners retention application (.2); correspond with K&E team re same (.2); review and revise ordinary course professionals motion (.3); correspond with L. Krucks re same (.2).
6/22/17	Matthew Fagen	.70	Correspond re draft K&E retention application.
6/23/17	Chad J Husnick, P.C.	.40	Review and revise K&E retention application.
6/23/17	Maureen McCarthy	5.50	Revise and finalize A&G retention application (.8); revise and finalize motion to appoint chief restructuring officer (.8); revise and finalize Lazard retention application (.8); revise and finalize interim compensation motion (.8); revise and finalize Prime Clerk retention application (.7); revise and finalize OCP motion (.6); revise and finalize K&E retention application (1.0).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/23/17	Joshua A Sussberg, P.C.	.10	Correspond re Kirkland retention.
6/23/17	Allyson Smith	.50	Revise KPMG retention application.
6/23/17	Patrick Venter	.90	Revise Siegfried retention application (.7); correspond with T. Bow re same (.2).
6/23/17	Gerardo Mijares-Shafai	1.60	Revise retention applications in preparation for filing (1.2); conference with T. Bow, C. Foster and M. McCarthy re same (.4).
6/23/17	Sharad Thaper	.40	Correspond with L. Krucks re Lazard retention application (.2); prepare filing version (.2).
6/23/17	Laura Krucks	9.50	Review and revise retention applications (8.0); prepare for filing (.7); file same (.8).
6/23/17	Timothy Bow	.40	Correspond with CRO re staffing plan (.1); review and revise Siegfried application (.3).
6/23/17	Ciara Foster	2.50	Review and prepare interim compensation motion for filing (.2); correspond with K&E team re same (.2); review and prepare Prime Clerk retention application for filing (.3); correspond with K&E team re same (.2); review and prepare A&G application for filing (.4); correspond with T. Bow re same (.3); review and prepare ordinary course professionals motion for filing (.2); correspond with K&E team re same (.2); correspond with G. Mijares-Shafai re AlixPartners retention application (.3); telephone conference with G. Mijares-Shafai re retention applications for filing (.2).
6/23/17	Jaimeson Fedell	1.40	Review, revise K&E retention application in preparation for filing (1.3); telephone conference with L. Krucks re same (.1).
6/24/17	Laura Krucks	1.40	Review and revise KPMG retention application and correspond with A. Smith re same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/25/17	Patrick Venter	.30	Review Siegfried retention application (.2); correspond with T. Bow re same (.1).
6/26/17	Allyson Smith	.70	Revise KPMG retention application and correspond with L. Krucks re same.
6/26/17	Patrick Venter	.70	Correspond with T. Bow re Siegfried retention application (.3); revise same (.4).
6/26/17	Laura Krucks	3.80	Review and revise KPMG retention application.
6/26/17	Timothy Bow	.10	Review and revise Siegfried application.
6/26/17	Ciara Foster	.50	Correspond re signature pages with K&E team, A&G and Prime Clerk (.3); compile execution versions of signature pages (.2).
6/27/17	Maureen McCarthy	4.30	Review, revise and finalize Siegfried retention application for filing (1.9); review and revise Steinberg declaration in support of KPMG retention application (.8); review, revise and finalize KPMG retention application for filing (1.2); draft notice of hearing re KPMG and Siegfried retention applications (.4).
6/27/17	Steven Serajeddini	.90	Review and revise retention applications (.5); review and analyze issues re retention (.4).
6/27/17	Allyson Smith	1.40	Revise KPMG retention application (.8); correspond with L. Krucks, KPMG and Company re same (.3); compile responses to UST concerns (.3).
6/27/17	Patrick Venter	3.40	Correspond with K&E working group re Siegfried application (1.6); correspond with local counsel re same (.7); revise same (1.1).
6/27/17	Laura Krucks	2.70	Review and revise KPMG retention application.
6/27/17	Ryan Besaw	.80	Review, revise Siegfried & KPMG retention applications.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Patrick Venter	.20	Correspond with Siegfried re retention application.
6/28/17	Laura Krucks	2.00	Review UST comments to second days and analyze same.
6/29/17	Laura Krucks	.50	Analyze issues re second day motions and prepare for hearing.
6/30/17	Maureen McCarthy	.50	Draft template re notice of revised proposed order for retention applications in preparation of July 11 hearing.
6/30/17	Allyson Smith	1.10	Revise KPMG retention application.
6/30/17	Patrick Venter	.40	Review UST comments to Siegfried application (.3); correspond with T. Bow re same (.1).
6/30/17	Anthony C Abate	.60	Search for and distribute precedent OCP, K&E retention and investment banker retention orders for L. Krucks.
6/30/17	Ciara Foster	2.40	Review and revise bar date order to incorporate comments from the UST (.5); correspond with L. Krucks re same (.2); review and revise ordinary course professional order to incorporate UST comments (.5); correspond with T. Bow re same (.2); review and revise interim comp order to incorporate UST comments (.5); correspond with T. Bow re same (.2).
		193.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140988
Client Matter: 42462-17

In the matter of Hearings

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 37,613.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 37,613.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	2.50	240.00	600.00
Gabor Balassa, P.C.	4.80	1,325.00	6,360.00
Timothy Bow	4.80	735.00	3,528.00
Matthew Fagen	4.50	905.00	4,072.50
Jaimeson Fedell	2.50	645.00	1,612.50
Garry Hartlieb	2.00	645.00	1,290.00
Laura Krucks	2.50	735.00	1,837.50
Gerardo Mijares-Shafai	2.50	645.00	1,612.50
Carrie Oppenheim	2.60	380.00	988.00
Martin L Roth	5.40	1,025.00	5,535.00
Steven Serajeddini	2.50	1,035.00	2,587.50
Joshua A Sussberg, P.C.	6.00	1,165.00	6,990.00
Daniel J Varn	2.50	240.00	600.00
TOTALS	45.10		\$ 37,613.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Gabor Balassa, P.C.	4.80	Prepare J. Mesterharm for hearing and attend first-day hearing (4.5); office conference with M. Roth and J. Mesterharm re same (.3).
6/12/17	Joshua A Sussberg, P.C.	6.00	Prepare for and attend first day hearing (4.0); telephone conferences and correspondence re same (2.0).
6/12/17	Carrie Oppenheim	2.60	Attend and assist at first day hearing.
6/12/17	Martin L Roth	5.40	Prepare for and attend first day hearing (3.0); present Kurtz direct examination (.5); update team on same (.9); consider strategy and next steps (1.0).
6/12/17	Steven Serajeddini	2.50	Participate in first day hearing.
6/12/17	Gerardo Mijares-Shafai	2.50	Attend Gymboree first day hearing.
6/12/17	Laura Krucks	2.50	Attend first day hearing.
6/12/17	Anthony C Abate	2.50	Attend and assist with first day hearing.
6/12/17	Daniel J Varn	2.50	Attend first day hearing and provide support for attorneys.
6/12/17	Timothy Bow	4.80	Prepare for first day hearing (2.8); attend first day hearing (2.0).
6/12/17	Garry Hartlieb	2.00	Attend first day hearing.
6/12/17	Jaimeson Fedell	2.50	Attend first day hearings.
6/12/17	Matthew Fagen	4.50	Prepare for first day hearing (2.5); participate in first day hearing (2.0).
		45.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140989
Client Matter: 42462-18

In the matter of Insurance

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 56,861.00
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 56,861.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	4.10	240.00	984.00
Ryan Besaw	3.60	240.00	864.00
Timothy Bow	30.20	735.00	22,197.00
Jaimeson Fedell	3.60	645.00	2,322.00
Ciara Foster	6.40	555.00	3,552.00
Garry Hartlieb	8.60	645.00	5,547.00
Maureen McCarthy	5.80	390.00	2,262.00
William T Pruitt	7.70	1,015.00	7,815.50
Steven Serajeddini	9.10	1,035.00	9,418.50
Daniel J Varn	4.20	240.00	1,008.00
Factual Research	2.70	330.00	891.00
TOTALS	86.00		\$ 56,861.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/15/17	Garry Hartlieb	.30	Revise wages and insurance final orders and send to Duane Morris and correspond with T. Bow re same.
6/20/17	Garry Hartlieb	.40	Review and analyze correspondence from Duane Morris re insurance and wages orders and incorporate comments into same (.2); correspond with K&E team re same (.2).
6/22/17	William T Pruitt	1.70	Analyze D&O insurance renewal issues (1.0); telephone conference with client and broker re same (.3); correspond with S. Serajeddini re same (.4).
6/22/17	Timothy Bow	.10	Telephone conference with G. Hartlieb re insurance issue.
6/23/17	William T Pruitt	3.50	Analyze D&O insurance renewal issues (.8); correspond with S. Serajeddini re same (.2); telephone conference with T. Bow re same (.2); correspond with broker and client re same (.2); review and analyze renewal materials from insurer (2.1).
6/23/17	Timothy Bow	2.90	Review and analyze Chubb's revisions to the wages and insurance order from Chubb (.4); correspond with K&E team re same (.1); review and analyze Chubb insurance issue (1.3); telephone conferences with Company, AlixPartners, K&E team re same (1.1).
6/23/17	Garry Hartlieb	1.10	Correspond with T. Bow and Chubb (.3); telephone conference with Gymboree, AlixPartners, T. Bow re Chubb requests (.3); further telephone conference with extended Company team re Chubb request (.5).
6/24/17	William T Pruitt	.50	Review and analyze correspondence from AlixPartners re insurance renewal issues (.3); correspond with S. Serajeddini and T. Bow re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/24/17	Steven Serajeddini	1.50	Correspond with K&E team re insurance issues (1.1); review and analyze same (.4).
6/24/17	Timothy Bow	.70	Review and analyze insurance issues (.5); correspond with S. Serajeddini re same (.2).
6/25/17	Timothy Bow	.70	Research re insurance issues.
6/26/17	William T Pruitt	1.50	Telephone conference with T. Bow re insurance issues and analysis re same (.3); review and analyze proposed insurance agreements (.5); telephone conferences with K. MacMillan and insurance brokers re same (.7).
6/26/17	Steven Serajeddini	2.40	Correspond with K&E working group, client, brokers re insurance issues (1.9); review and analyze same (.5).
6/26/17	Anthony C Abate	2.20	Search for and distribute precedent orders re insurance policies for C. Foster (.4); search for and distribute precedent re assumption and renewal of insurance programs for T. Bow (1.8).
6/26/17	Timothy Bow	3.50	Telephone conference with C. Foster re insurance research (.1); correspond with S. Serajeddini re insurance issues (.1); conference with S. Serajeddini re insurance issues (.9); review and analyze insurance issues (.9); telephone conference with S. Serajeddini and Company re Chubb issue (.4); telephone conference with K&E team, Company and insurance brokers re Chubb issue (.8); review and revise insurance precedent chart (.3).
6/26/17	Ryan Besaw	1.90	Research re insurance policy expiration dates.
6/26/17	Garry Hartlieb	.30	Telephone conference re insurance issues with Chubb.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Ciara Foster	1.10	Review insurance issues related to the automatic stay (1.0); correspond with T. Bow re same (.1).
6/27/17	Maureen McCarthy	2.40	Search and distribute precedent re insurance assumption motion (1.4); begin draft of same (1.0).
6/27/17	Steven Serajeddini	1.90	Correspond with K&E working group, client, brokers re insurance issues (1.2); review and analyze same (.7).
6/27/17	Anthony C Abate	1.50	Search for and distribute precedent re insurance policy extension motions and workers' compensation policies expiring during bankruptcy for T. Bow.
6/27/17	Daniel J Varn	2.00	Search for and distribute precedent re insurance policy extension motions and workers' compensation policies expiring during bankruptcy for T. Bow.
6/27/17	Timothy Bow	7.10	Conference with S. Serajeddini re insurance issues (.6); conference with S. Serajeddini, Company, Chubb re insurance issues (1.2); review and analyze insurance issues (2.1); review and analyze insurance precedent (.6); review and revise insurance assumption order (1.4).
6/27/17	Ryan Besaw	1.30	Research re insurance policy expiration dates.
6/27/17	Garry Hartlieb	2.00	Review and analyze correspondence from Ohio Bureau of Workers' Compensation (.2); research precedent re same and draft automatic stay letter re same (1.4); correspond with T. Bow and J. Ivester re Committee inquiries re surety bonds (.4).
6/27/17	Ciara Foster	1.80	Draft insurance provision chart (.5); correspond with K&E team re same (.3); review and analyze orders approving re same (1.0).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Jaimeson Fedell	.50	Telephone conference with C. Foster, T. Bow re review of insurance precedent (.2); correspond with K&E team re research and review results (.3).
6/27/17	Factual Research	1.20	Identify examples of insurance assumption motions and orders.
6/28/17	William T Pruitt	.50	Review and analyze Lockton agreement (.3); correspond with S. Serajeddini re same (.2).
6/28/17	Maureen McCarthy	1.50	Draft insurance assumption motion (.9); review and revise proposed order re same (.6).
6/28/17	Steven Serajeddini	1.40	Correspond with K&E working group, client, brokers re insurance issues (.8); review and analyze same (.6).
6/28/17	Timothy Bow	7.90	Analyze insurance issues.
6/28/17	Garry Hartlieb	1.60	Telephone conference with AlixPartners, Company re surety bonds (1.0); correspond with T. Bow re same (.1); correspond with J. Ivester re same (.3); correspond with T. Bow re creditors' committee inquiries (.3).
6/28/17	Ciara Foster	3.50	Revise and revise chart re insurance terms (3.0); correspond with J. Fedell re same (.2); telephone conference with company and K&E team re same (.3).
6/28/17	Jaimeson Fedell	.90	Review and revise insurance assumption motion precedent chart.
6/28/17	Factual Research	1.50	Identify examples of insurance assumption motions and orders.
6/29/17	Timothy Bow	4.90	Review and revise insurance motion (2.4); telephone conference with K&E team, Company re same (1.3); correspond and telephone conference with Chubb (.3); review and analyze issues re same (.8); telephone conference with K. MacMillan re insurance issues (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Ryan Besaw	.40	Search and distribute insurance assumption motion precedent.
6/29/17	Garry Hartlieb	2.90	Correspond and telephone conference with T. Bow re insurance motion for Chubb (.3); locate precedent language and draft motion re Chubb resolution (2.5); correspond with T. Bow re same (.1).
6/29/17	Jaimeson Fedell	.70	Review and revise insurance assumption motion.
6/30/17	Maureen McCarthy	1.90	Review and revise insurance assumption motion (.8); draft L. Woo declaration in support of same (.5); prepare insurance assumption motion for filing (.4); telephone conference with J. Williams re filing of same (.2).
6/30/17	Steven Serajeddini	1.90	Correspond with K&E working group, client, brokers re insurance issues (1.1); review and analyze same (.8).
6/30/17	Anthony C Abate	.40	Search for precedent declarations in support of insurance assumption motions for J. Fedell and T. Bow.
6/30/17	Daniel J Varn	2.20	Review and revise insurance motion draft for attorney review.
6/30/17	Timothy Bow	2.40	Review and analyze insurance motion for filing (.9); review and revise same (.5); correspond with Chubb's counsel re same (.2); correspond with K&E team re same (.4); review and revise insurance motion declaration (.4).
6/30/17	Jaimeson Fedell	1.50	Draft declaration in support of insurance assumption motion.
		86.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140990
Client Matter: 42462-19

In the matter of Non-Working Travel Time

For legal services rendered through June 30, 2017
(see attached Description of Legal Services for detail) \$ 29,859.00

For expenses incurred through June 30, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 29,859.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	2.50	240.00	600.00
Gabor Balassa, P.C.	1.50	1,325.00	1,987.50
Timothy Bow	2.00	735.00	1,470.00
Matthew Fagen	5.20	905.00	4,706.00
Jaimeson Fedell	1.50	645.00	967.50
Garry Hartlieb	2.80	645.00	1,806.00
Gerardo Mijares-Shafai	2.10	645.00	1,354.50
Carrie Oppenheim	2.60	380.00	988.00
John Peterson	2.50	555.00	1,387.50
Martin L Roth	2.50	1,025.00	2,562.50
Steven Serajeddini	7.50	1,035.00	7,762.50
Joshua A Sussberg, P.C.	2.50	1,165.00	2,912.50
Sharad Thaper	2.10	645.00	1,354.50
TOTALS	37.30		\$ 29,859.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Gabor Balassa, P.C.	1.50	Travel from Richmond, VA to Chicago, IL re hearing (billed at half time).
6/12/17	Joshua A Sussberg, P.C.	2.50	Travel from Richmond, VA to New York, NY re first day hearing (billed at half time).
6/12/17	Carrie Oppenheim	2.60	Travel from Richmond, VA to Chicago, IL re first day hearing (billed at half time).
6/12/17	Martin L Roth	2.50	Travel from Richmond, VA to Chicago, IL re first day hearing (billed at half time).
6/12/17	Steven Serajeddini	2.20	Travel from Chicago, IL to Richmond, VA re first day hearing (billed at half time).
6/12/17	Steven Serajeddini	1.60	Travel from Richmond, VA to Chicago, IL re first day hearing (billed at half time).
6/12/17	John Peterson	2.50	Travel from Richmond, VA to New York, NY re first day hearing (billed at half time).
6/12/17	Gerardo Mijares-Shafai	2.10	Travel from Richmond, VA to Chicago, IL re post-first day hearing (billed at half time).
6/12/17	Sharad Thaper	2.10	Travel from Richmond, VA to New York, NY re first day hearing (billed at half time).
6/12/17	Anthony C Abate	2.50	Travel from Richmond, VA to Chicago, IL (billed at half time).
6/12/17	Timothy Bow	2.00	Travel from Richmond, VA to Chicago, IL re first day hearings (billed at half time).
6/12/17	Garry Hartlieb	2.80	Travel from Richmond, VA to Chicago, IL re first day hearing (billed at half time).
6/12/17	Jaimeson Fedell	1.50	Travel from Richmond, VA to Chicago, IL re first day hearing (billed at half time).
6/12/17	Matthew Fagen	2.70	Travel from Richmond, VA to New York, NY re first day hearing (billed at half time).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Steven Serajeddini	3.70	Travel from Chicago, IL to Richmond, VA re committee meeting (1.8) (billed at half time); travel from Richmond, VA to Chicago, IL from committee meeting (1.9) (billed at half time).
6/22/17	Matthew Fagen	2.50	Travel to and from Richmond, VA and New York, NY for Committee formation meeting (billed at half time).
		37.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140993
Client Matter: 42462-22

In the matter of Tax Issues

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 8,421.00
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 8,421.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad Davis	6.80	1,125.00	7,650.00
Alison A Skaife	.60	845.00	507.00
Factual Research	.80	330.00	264.00
TOTALS	8.20		\$ 8,421.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/12/17	Thad Davis	.30	Review correspondence re tax issues.
6/13/17	Thad Davis	.20	Review KPMG slides re tax issues.
6/15/17	Thad Davis	1.80	Review and revise tax section of disclosure statement.
6/15/17	Factual Research	.80	Obtain discussion of tax documents.
6/16/17	Thad Davis	.50	Draft correspondence re disclosure statement.
6/16/17	Alison A Skaife	.60	Research re estimated taxes.
6/19/17	Thad Davis	1.10	Draft correspondence re tax issues (.4); review slides re same (.7).
6/20/17	Thad Davis	1.40	Telephone conference with KPMG re tax analysis (.7); review same (.5); draft correspondence re same (.2).
6/21/17	Thad Davis	.20	Draft correspondence re KPMG model.
6/22/17	Thad Davis	1.00	Telephone conference with Milbank and KPMG re tax model.
6/27/17	Thad Davis	.30	Telephone conference with S. Serajeddini re KPMG analysis.
		8.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140994
Client Matter: 42462-23

In the matter of US Trustee Issues

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 5,446.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 5,446.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	1.80	735.00	1,323.00
Ciara Foster	.60	555.00	333.00
Laura Krucks	3.10	735.00	2,278.50
Maureen McCarthy	.80	390.00	312.00
Allyson Smith	1.00	555.00	555.00
Sharad Thaper	1.00	645.00	645.00
TOTALS	8.30		\$ 5,446.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Timothy Bow	.40	Telephone conference with AlixPartners team re IDI.
6/26/17	Timothy Bow	.20	Telephone conference with J. Ivester re IDI information.
6/27/17	Maureen McCarthy	.80	Review and revise consent order re rights of debtor in possession.
6/28/17	Allyson Smith	.50	Correspond with T. Bow and AlixPartners re UST concerns.
6/28/17	Timothy Bow	.50	Correspond with AlixPartners, U.S. Trustee re IDI documents (.2); telephone conference with Company re payments (.2); review and analyze correspondence re same (.1).
6/29/17	Allyson Smith	.20	Correspond with AlixPartners re UST concerns.
6/29/17	Laura Krucks	1.50	Telephone conference with UST re first and second day motions (.5); review UST comments to motions and analyze same (1.0).
6/29/17	Ciara Foster	.60	Telephone conference with UST re second day orders (.4); correspond with K&E team re same (.2).
6/30/17	Allyson Smith	.30	Compile responses to UST concerns.
6/30/17	Sharad Thaper	1.00	Correspond with L. Krucks re UST comments to Lazard retention order (.4); review and analyze re same (.4); correspond with Lazard re same (.2).
6/30/17	Laura Krucks	1.60	Review and analyze U.S. Trustee requests.
6/30/17	Timothy Bow	.70	Draft correspondence re store closing bonus (.2); telephone conference with K&E team re UST issues (.5).
		8.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140995
Client Matter: 42462-24

In the matter of Use, Sale, Lease of Property

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 3,771.00
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 3,771.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	2.60	735.00	1,911.00
Matthew Fagen	1.20	905.00	1,086.00
Garry Hartlieb	1.20	645.00	774.00
TOTALS	5.00		\$ 3,771.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Matthew Fagen	.40	Correspond re store closings.
6/16/17	Garry Hartlieb	.40	Correspond with K&E team re landlord inquiry (.2); telephone conference with counsel to landlord (.1); correspond with K&E team re same (.1).
6/19/17	Matthew Fagen	.80	Correspond with K&E team re store closures/GOB sales.
6/20/17	Timothy Bow	.20	Correspond with M. Fagen re store closing sale side letter (.1); correspond with counsel for landlord re same (.1).
6/20/17	Timothy Bow	.40	Correspond with K&E team re 365(d)(4) motion.
6/21/17	Timothy Bow	.30	Telephone conference with M. Naughton re store closing sales (.1); correspond with landlords re side letters (.2).
6/22/17	Timothy Bow	.20	Telephone conference with FTC employee re store closing sales and gift cards.
6/28/17	Timothy Bow	.20	Telephone conference with T. Grossman re store closings.
6/29/17	Timothy Bow	.60	Conferences with K&E team re timing of store closing.
6/29/17	Timothy Bow	.20	Correspond with landlords re 365(d)(4) motion.
6/29/17	Garry Hartlieb	.80	Telephone conferences with contract counsel re lease rejection (.3); correspond with and telephone conference with T. Bow re same (.2); correspond with T. Grossman and K. MacMillan re same (.3).
6/30/17	Timothy Bow	.50	Review and revise store closing order (.4); correspond with landlords re same (.1).

Date **Timekeeper**

Hours **Description**

5.00 TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140996
Client Matter: 42462-25

In the matter of Utilities

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 11,110.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 11,110.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	.90	735.00	661.50
Garry Hartlieb	16.20	645.00	10,449.00
TOTALS	17.10		\$ 11,110.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Garry Hartlieb	.10	Review correspondence from J. Ivester re open utilities item.
6/15/17	Garry Hartlieb	.40	Telephone conference with utility provider re adequate assurance and correspond with K&E team re same.
6/16/17	Garry Hartlieb	.40	Correspond with K&E team re utilities inquiries (.2); correspond with counterparty counsel and K&E team re same (.2).
6/19/17	Garry Hartlieb	.20	Telephone conferences and correspond with M. Fagen re open utility inquiry and follow-up.
6/20/17	Timothy Bow	.30	Correspond with Company re utilities issue (.2); telephone conference with counterparty re utility issue (.1).
6/20/17	Garry Hartlieb	.70	Review correspondence re utility provider inquiry and correspond with T. Bow re same.
6/21/17	Timothy Bow	.20	Correspond with Company re litigation issues, planning.
6/22/17	Timothy Bow	.40	Correspond with Company, AlixPartners re utility issue (.2); review and analyze same (.1); conference with G. Hartlieb re adequate assurance issues (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Garry Hartlieb	5.00	Telephone conferences with Co. Serv re restoration of service (.5); correspond with K&E team, Prime Clerk, Company re same (.5); telephone conference with G. Mijares-Shafai re utilities (.1); telephone conference with counterparty re utility inquiry (.1); telephone conference with counterparty re shutoff (.2); correspond with AlixPartners and K&E team re same (.1); office conference with T. Bow re counterparty request (.1); research and correspond re same with Company and K&E team (.8); telephone conference with counterparty inquiry (.2); telephone conference and correspond with counterparty re adequate assurance request (1.4); telephone conference with counterparty re same (.2); correspond with K&E team re same (.3); correspond with counterparty re same (.2); correspond with AlixPartners and K&E team re counterparty inquiry (.3).
6/23/17	Garry Hartlieb	.50	Correspond with K&E team re various open utilities inquiries (.3); correspond with counterparty's counsel re adequate assurance request (.2).
6/26/17	Garry Hartlieb	.30	Correspond with J. Ivester and extended team re utility inquiry (.2); correspond with T. Bow re utilities inquiries (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Garry Hartlieb	5.00	Telephone conference with counterparty re utilities inquiry and correspond re same (.5); telephone conference with G. Mijares-Shafai re utility issue (.2); telephone conference with same re other utility inquiries (.2); correspond with S. Serajeddini re settlement with counterparty (.2); telephone conference with counterparty's counsel re adequate assurance request (.2); correspond with K&E team re same (.3); correspond with L. Lardizabal with counterparty re utility inquiry (.1); telephone conference with counterparty (.1); telephone conferences and correspond with J. Tamasitis re counterparty adequate assurance (.8); compose tracker for utility open items and status (2.3).
6/28/17	Garry Hartlieb	1.40	Telephone conferences with utility providers re chapter 11 cases and adequate assurance procedures (1.2); correspond with J. Ivester re open issues (.2).
6/29/17	Garry Hartlieb	1.00	Telephone conference with counterparty and correspond with Company re same (.3); correspond with T. Bow re various utility requests (.2); correspond with utility providers (.2); correspond with K&E team re previous transactions with opposing counsel (.3).
6/30/17	Garry Hartlieb	1.20	Correspond and telephone conferences with utility providers re adequate assurance requests.
		17.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140997
Client Matter: 42462-26

In the matter of Vendor and Supplier Issues

For legal services rendered through June 30, 2017 (see attached Description of Legal Services for detail)	\$ 21,285.50
For expenses incurred through June 30, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 21,285.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	1.70	735.00	1,249.50
Matthew Fagen	10.00	905.00	9,050.00
Laura Krucks	7.40	735.00	5,439.00
Gerardo Mijares-Shafai	8.60	645.00	5,547.00
TOTALS	27.70		\$ 21,285.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/13/17	Matthew Fagen	2.20	Analyze vendor issues.
6/14/17	Gerardo Mijares-Shafai	.70	Correspond with L. Krucks and M. Repko re trade agreements (.2); draft same (.5).
6/14/17	Matthew Fagen	1.20	Correspond re vendors.
6/15/17	Gerardo Mijares-Shafai	.10	Correspond with L. Krucks re Korean vendor.
6/19/17	Gerardo Mijares-Shafai	.40	Review, revise talking points and letter to vendors and shipping freighters (.2); correspond and conference with L. Krucks and correspond with M. Fagen re same (.2).
6/19/17	Matthew Fagen	2.30	Analyze vendor issues.
6/20/17	Gerardo Mijares-Shafai	1.20	Draft letter for counterparty eCommerce (.9); correspond with AlixPartners and K&E team re same (.3).
6/20/17	Matthew Fagen	2.20	Analyze vendor issues (1.5); review letters re same (.7).
6/21/17	Gerardo Mijares-Shafai	.20	Correspond with L. Krucks and M. Repko re K&E letter to counterparty.
6/21/17	Matthew Fagen	1.30	Correspond re vendors (.6); correspond re employees (.7).
6/22/17	Timothy Bow	.60	Review and analyze customer program vendor issue (.4); correspond with K&E team, AlixPartners re same (.2).
6/22/17	Matthew Fagen	.40	Correspond re vendor issues.
6/23/17	Gerardo Mijares-Shafai	4.10	Correspond with AlixPartners, Lyons counsel, Hansoll Textile counsel and K&E team re vendor issues re trade agreements (2.4); draft trade agreements for same (1.7).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Gerardo Mijares-Shafai	1.40	Conference with L. Krucks re counterparty trade agreement (.1); correspond with AlixPartners re same (.1); review and analyze letter of intent between Company and counterparty (.2); conference with AlixPartners team and Company re same (.4); draft automatic stay letter for dTank (.6).
6/26/17	Laura Krucks	2.20	Review and revise trade agreement and correspond with company re same.
6/26/17	Timothy Bow	1.10	Conference with L. Krucks re vendor issue (.1); telephone conference with M. Repko re same (.1); review and analyze same (.2); telephone conference with A. Perlman re same (.1); review and analyze customer programs vendor issue (.2); telephone conference with attorney for SVS vendor re prepetition amounts (.2); correspond and telephone conference with M. Repko re same (.2).
6/27/17	Laura Krucks	3.10	Analyze vendor issues (1.9); review and revise trade agreements (1.2).
6/28/17	Gerardo Mijares-Shafai	.20	Review and analyze vendor escalation powerpoint.
6/30/17	Gerardo Mijares-Shafai	.30	Review and analyze trade agreement for counterparty and correspond with L. Krucks re same.
6/30/17	Laura Krucks	2.10	Review and revise trade agreements and correspond with company and outside counsel re same.
6/30/17	Matthew Fagen	.40	Correspondence re vendors, employee and diligence.
		27.70	TOTAL HOURS

July 2017

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164543
Client Matter: 42462-6

In the matter of Business Operations

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 17,842.50

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 17,842.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	.50	1,325.00	662.50
Matthew Fagen	13.40	955.00	12,797.00
Garry Hartlieb	1.20	735.00	882.00
Scott Lerner	1.80	930.00	1,674.00
Maureen McCarthy	1.90	390.00	741.00
Gerardo Mijares-Shafai	.60	735.00	441.00
Allyson Smith	1.00	645.00	645.00
TOTALS	20.40		\$ 17,842.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/01/17	Matthew Fagen	.60	Correspond with K&E team re vendor issues.
7/02/17	Matthew Fagen	.30	Correspond with K&E team re vendors.
7/03/17	Matthew Fagen	1.10	Review objections re store closings (.8); correspond with K&E team re same (.3).
7/05/17	Matthew Fagen	1.10	Analyze vendor issues (.8); correspond with Company re same (.3).
7/06/17	Allyson Smith	1.00	Telephone conference with Company re customer programs.
7/06/17	Matthew Fagen	.90	Review and revise draft vendor orders (.6); correspond with Committee re same (.3).
7/06/17	Matthew Fagen	.70	Telephone conference with AlixPartners re Oracle store closing objection (.4); follow up re resolution of same (.3).
7/07/17	Matthew Fagen	3.70	Correspond with various landlords re store closing objections (2.4); correspond with K&E team re status of pending objections/tracker (.9); correspond with litigation team re same (.4).
7/07/17	Matthew Fagen	.80	Correspond with Deutsche Bank re vendor objections.
7/08/17	Matthew Fagen	.80	Draft vendor reply.
7/09/17	Gabor Balassa, P.C.	.50	Revise draft J. Mesterharm declaration re cash management.
7/09/17	Scott Lerner	1.80	Draft declaration in support of cash management motion (1.5); correspond with AlixPartners and reorg team re same (.3).
7/09/17	Matthew Fagen	1.50	Draft reply re vendor objections (.7); telephone conference with AlixPartners team re store closings/etc (.8).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Maureen McCarthy	1.90	Draft notice re filing of store closing list (.9); finalize and prepare same for filing (.4); finalize and prepare for filing revised proposed order and redline final store closing order (.6).
7/10/17	Garry Hartlieb	1.20	Draft board resolution re reporting date and correspond with M. Fagen and T. Bow re same (.6); incorporate revisions to same (.6).
7/12/17	Matthew Fagen	.50	Correspond with K&E team re vendor questions.
7/17/17	Matthew Fagen	1.10	Correspond with K&E team re vendors (.5); telephone conference with same re subleases (.6).
7/26/17	Matthew Fagen	.30	Correspond with K&E team re vendor deliverables.
7/31/17	Gerardo Mijares-Shafai	.60	Review and analyze monthly operating reports from Prime Clerk and correspond with T. Bow and M. McCarthy re same.
		20.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164544
Client Matter: 42462-7

In the matter of Case Administration

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 4,354.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 4,354.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	4.50	240.00	1,080.00
Timothy Bow	.10	835.00	83.50
Ciara Foster	1.80	645.00	1,161.00
Julia Foster	.10	240.00	24.00
John Peterson	2.70	645.00	1,741.50
Daniel J Varn	1.10	240.00	264.00
TOTALS	10.30		\$ 4,354.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Ryan Besaw	.40	Review and summarize messages in case voice mailbox.
7/06/17	Ryan Besaw	.50	Correspond with K&E team re recent filings (.2); review and summarize messages in case voice mailbox (.3).
7/07/17	Daniel J Varn	.50	Update objection log re new objection information for attorney review.
7/07/17	Ryan Besaw	.40	Review and summarize messages in case voice mailbox (.2); correspond with K&E team re recently filed pleadings (.2).
7/12/17	Ryan Besaw	.60	Review and summarize messages in case voice mailbox (.4); correspond with K&E team re recent filings (.2).
7/13/17	John Peterson	2.30	Correspond with notice parties to discuss mailer information and resolve questions.
7/13/17	Ryan Besaw	.10	Correspond with K&E team re recent filings.
7/14/17	Ciara Foster	1.80	Review upcoming deadlines (.7); correspond with K&E team re same (.2); send calendar invites for upcoming deadlines to Company and professionals (.6); revise and review work in process chart (.3).
7/17/17	John Peterson	.40	Telephone conference with notice parties re mailer question.
7/17/17	Ryan Besaw	.60	Review and summarize messages in case voice mailbox (.4); correspond with K&E team re recently filed pleadings (.2).
7/18/17	Ryan Besaw	.10	Review messages in case voice mailbox.
7/19/17	Ryan Besaw	.30	Review messages in case voice mailbox (.1); correspond with K&E team re recent filings (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	Ryan Besaw	.10	Correspond with K&E team re case voice mailbox.
7/21/17	Ryan Besaw	.20	Correspond with K&E team re case voice mailbox and recently filed pleadings.
7/24/17	Ryan Besaw	.20	Correspond with K&E team re case voice mailbox and recently filed pleadings.
7/25/17	Ryan Besaw	.30	Review messages in case voice mailbox (.2); correspond with K&E team re recently filed pleadings (.1).
7/26/17	Ryan Besaw	.40	Review and summarize messages in case voice mailbox (.2); correspond with restructuring teams re recent filings (.2).
7/27/17	Daniel J Varn	.40	Compile new pleadings and update DMS files re same (.2); compose and circulate daily docket report (.2).
7/27/17	Ryan Besaw	.30	Review and summarize messages in case voice mailbox (.2); correspond with K&E team re same (.1).
7/28/17	Julia Foster	.10	Correspond with K&E team re recently filed pleadings.
7/28/17	Daniel J Varn	.20	Compile newly files documents (.1); compose and circulate daily docket update (.1).
7/28/17	Timothy Bow	.10	Correspond with Prime Clerk re service issue.
		10.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164545
Client Matter: 42462-8

In the matter of Claims Analysis and Objections

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 4,058.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 4,058.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ciara Foster	2.50	645.00	1,612.50
Laura Krucks	1.10	835.00	918.50
Maureen McCarthy	.90	390.00	351.00
Gerardo Mijares-Shafai	1.60	735.00	1,176.00
TOTALS	6.10		\$ 4,058.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/02/17	Gerardo Mijares-Shafai	1.60	Correspond with K&E team re request for objection deadline extension (1.4); correspond with parties re same (.2).
7/05/17	Laura Krucks	.50	Review and revise claims bar date motion.
7/05/17	Ciara Foster	1.30	Review and revise bar date order (.5); reincorporate concept of personal service re same (.4); correspond with K&E team re same (.4).
7/06/17	Ciara Foster	.70	Review and revise claims bar date motion order (.5); correspond with L. Krucks re same (.2).
7/10/17	Maureen McCarthy	.90	Finalize and prepare for filing revised proposed order and redline claims bar date order.
7/10/17	Ciara Foster	.50	Review and revise claims bar date order (.3); correspond with L. Krucks re same (.2).
7/14/17	Laura Krucks	.60	Coordinate with K&E team re bar date.
		6.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164546
Client Matter: 42462-9

In the matter of Corporate and Securities Matters

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 23,605.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 23,605.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	4.00	835.00	3,340.00
Matthew Fagen	9.30	955.00	8,881.50
Ciara Foster	5.90	645.00	3,805.50
John Kefer	.50	835.00	417.50
Matthew N Leist	4.20	735.00	3,087.00
Alison A Skaife	.40	965.00	386.00
Joshua A Sussberg, P.C.	2.30	1,165.00	2,679.50
Jenna Wojcicki	3.00	215.00	645.00
Factual Research	1.10	330.00	363.00
TOTALS	30.70		\$ 23,605.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/03/17	Timothy Bow	.10	Correspond with C. Tempke re backstop.
7/03/17	Matthew N Leist	.90	Review and revise NDAs for potential lenders re exit financing.
7/05/17	Timothy Bow	1.50	Telephone conference with K&E team and Committee counsel re backstop work in process (.8); review and revise backstop order (.7).
7/05/17	John Kefer	.50	Prepare exit NDAs.
7/05/17	Matthew N Leist	.50	Review and analyze NDA for potential lender re exit financing.
7/05/17	Matthew N Leist	1.10	Review and revise NDA for potential lender re exit financing.
7/06/17	Timothy Bow	.10	Correspond with Committee and M. Fagen re revised backstop order.
7/06/17	Jenna Wojcicki	2.00	Create closing binder (.5); compile appropriate documents (1.5).
7/06/17	Matthew N Leist	.70	Review and analyze NDA for potential lender re exit financing.
7/07/17	Timothy Bow	.70	Review and revise backstop order (.2); correspond with Committee re same (.1); review and revise backstop reply (.4).
7/07/17	Matthew Fagen	1.10	Review and revise backstop reply (.7); correspond with K&E team re same (.4).
7/07/17	Jenna Wojcicki	1.00	Create closing set.
7/08/17	Matthew Fagen	1.40	Review and revise backstop reply (1.2); correspond with K&E team re same (.2).
7/09/17	Matthew Fagen	1.00	Review and revise backstop commitment objection reply (.6); correspond with K&E team re Backstop order (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Matthew N Leist	.50	Review and analyze NDAs for potential lenders re exit financing.
7/11/17	Matthew Fagen	.40	Correspond with K&E team re board meeting and materials.
7/12/17	Ciara Foster	.70	Organize conference room reservations for board meeting in New York (.5); correspond with M. Fagen re same (.2).
7/12/17	Ciara Foster	2.70	Revise board minutes (2.5); correspond with K&E team re same (.2).
7/12/17	Matthew Fagen	2.50	Review and analyze draft materials re board meeting (1.1); correspond with K&E team re same (.3); draft resolutions re fiscal year end change (.4); correspond with board re same (.3); correspond with same and K&E team re minutes (.4).
7/12/17	Matthew N Leist	.50	Review and analyze NDAs for potential lenders re exit financing.
7/13/17	Joshua A Sussberg, P.C.	2.30	Prepare for and attend board meeting (2.2); correspond with M. Fagen re same (.1).
7/13/17	Ciara Foster	2.50	Draft and revise board minutes.
7/13/17	Matthew Fagen	2.20	Prepare for board meeting (.4); attend same (1.8).
7/17/17	Alison A Skaife	.40	Attend telephone conference re worthless stock deduction.
7/20/17	Factual Research	.80	Identify historical bond pricing for Gymboree Corp. 9.125% Senior Secured Notes due 2018.
7/21/17	Factual Research	.30	Obtain 2012-2013 bond prices for Gymboree 9.125%.
7/24/17	Matthew Fagen	.70	Review and analyze rights offering documents (.4); correspond with K&E team re same (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/28/17	Timothy Bow	1.60	Review and analyze rights offering documents (.4); review and revise same (.5); correspond and telephone conference with N. Bernstein re same (.3); correspond with K&E team and Prime Clerk re same (.4).
		30.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164547
Client Matter: 42462-10

In the matter of Creditor and Stakeholder Issues

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 17,826.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 17,826.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	1.70	835.00	1,419.50
Matthew Fagen	8.70	955.00	8,308.50
Jaimeson Fedell	5.90	735.00	4,336.50
Ciara Foster	1.00	645.00	645.00
Beth Friedman	.30	420.00	126.00
Garry Hartlieb	.80	735.00	588.00
Gerardo Mijares-Shafai	1.30	735.00	955.50
John Peterson	.80	645.00	516.00
Steven Serajeddini	.90	1,035.00	931.50
TOTALS	21.40		\$ 17,826.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/01/17	Steven Serajeddini	.90	Correspond with K&E team and client re stakeholder issues (.5); review and analyze same (.4).
7/03/17	Timothy Bow	.20	Correspond and telephone conference with Arcadia re notice issue.
7/05/17	Matthew Fagen	7.70	Review objections and joinders to store closings, DIP and other motions (3.7); review, draft, and revise tracker document for same (1.6); correspond with K&E team and creditor entities for same (2.4).
7/06/17	Timothy Bow	.20	Telephone conference with Company re automatic stay issue and IP litigation.
7/06/17	Garry Hartlieb	.50	Review and analyze inquiry re notice issue and correspond with Prime Clerk team (.3); review and analyze Prime Clerk correspondence and correspond with inquiring party (.2).
7/07/17	Gerardo Mijares-Shafai	.30	Conference with stakeholders re notice of commencement.
7/07/17	Jaimeson Fedell	1.50	Draft reply to backstop motion objection (1.3); telephone conferences and correspond with T. Bow and M. McCarthy re same (.2).
7/08/17	Jaimeson Fedell	1.00	Review and revise reply to U.S. Trustee objection to backstop motion.
7/09/17	Jaimeson Fedell	3.40	Research precedent re professional fee objections from U.S. Trustee (2.5); review and revise reply to U.S. Trustee backstop objection (.9).
7/10/17	John Peterson	.80	Correspond with notice parties re recent filings.
7/10/17	Timothy Bow	.10	Telephone conference with Company re automatic stay issue.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Ciara Foster	.80	Attend 341 meeting of creditors.
7/10/17	Matthew Fagen	1.00	Attend 341 meeting.
7/11/17	Gerardo Mijares-Shafai	.30	Conference with stakeholders re notice of commencement (.2); correspond with J. Peterson re same (.1).
7/12/17	Beth Friedman	.30	Correspond with creditors re inquires.
7/12/17	Gerardo Mijares-Shafai	.30	Conference with stakeholders from creditor call log re mailings.
7/12/17	Timothy Bow	.40	Telephone conference with Company re employment litigation and stay issues.
7/12/17	Ciara Foster	.20	Telephone conference with creditor re notice of bar date.
7/13/17	Timothy Bow	.80	Attend creditor and business overview telephone conference.
7/18/17	Garry Hartlieb	.30	Draft motion to extend removal period.
7/26/17	Gerardo Mijares-Shafai	.20	Conference with stakeholders re mailings.
7/31/17	Gerardo Mijares-Shafai	.20	Conference with stakeholders re mailings.
		21.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164548
Client Matter: 42462-11

In the matter of Creditor Committee Issues

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 123,045.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 123,045.00

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

11 - Creditor Committee Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	18.70	1,325.00	24,777.50
Paul Barclay	21.10	340.00	7,174.00
Timothy Bow	4.00	835.00	3,340.00
Megan Buenviaje	1.00	310.00	310.00
Matthew Fagen	6.50	955.00	6,207.50
Sarah Farley	5.20	390.00	2,028.00
Garry Hartlieb	.30	735.00	220.50
Laura Krucks	1.30	835.00	1,085.50
Scott Lerner	43.00	930.00	39,990.00
Song Lin	4.00	340.00	1,360.00
Hannah Mayer	10.20	240.00	2,448.00
Maureen McCarthy	.50	390.00	195.00
Gerardo Mijares-Shafai	1.70	735.00	1,249.50
Martin L Roth	1.50	1,025.00	1,537.50
Joshua A Sussberg, P.C.	.80	1,165.00	932.00
Ben Tyson	18.40	865.00	15,916.00
Gary M Vogt	36.60	390.00	14,274.00
TOTALS	174.80		\$ 123,045.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/03/17	Scott Lerner	.20	Review and analyze requests from committee counsel and correspond with litigation team re same.
7/03/17	Matthew Fagen	.40	Review and analyze diligence requests (.2); responses to same (.2).
7/04/17	Gabor Balassa, P.C.	1.20	Review and analyze investigation documents (.8); correspond with restructuring and litigation teams re follow up (.4).
7/04/17	Scott Lerner	.20	Correspond with G. Balassa and M. Roth re litigation team meeting and questions re reorg team.
7/05/17	Gabor Balassa, P.C.	7.60	Telephone conference with S. Serajeddini re second day hearing planning (.3); correspond with M. Roth and S. Lerner re same (.3); correspond with S. Serajeddini, S. Lerner, M. Roth, and B. Tyson re committee requests (2.1); outreach to witnesses and telephone conference with M. Roth re same (.3); correspond with committee counsel and S. Serajeddini re committee positions (.7); correspond with K&E team re same (.2); correspond with S. Lerner re discovery follow-up and address client outreach Company (.5); review materials re hearing and conference with M. Roth and S. Lerner re same (.8); correspond with S. Lerner re committee discovery responses (2.3); telephone conference with K. MacMillan re interviews (.1).
7/05/17	Gary M Vogt	3.00	Coordinate preparation of materials re production.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Scott Lerner	8.50	Correspond with team re status of analysis and court proceedings (.9); correspond with G. Balassa, M. Roth, and S. Serajeddini re potential second day issues (.5); correspond with G. Balassa and M. Roth re same (.5); review objections (1.9); correspond with K&E team and Committee counsel re issues (.9); correspond with G. Balassa and Company re document collection (.4); correspond with G. Balassa re same (.5); correspond with G. Balassa re Committee document requests (1.1); coordinate document review and production (1.4); correspond with G. Vogt re same (.4).
7/05/17	Hannah Mayer	.50	Index discovery materials.
7/05/17	Paul Barclay	2.50	Logistical and technical support for review of client electronic discovery data.
7/05/17	Matthew Fagen	.80	Review and revise Creditors' Committee presentation.
7/06/17	Gabor Balassa, P.C.	1.80	Telephone conference with M. Roth and S. Lerner re discovery issues (.4); correspond and telephone conferences with S. Farley re document collection (.4); correspond with K. Allred and telephone conference with S. Goldman re discovery (.3); correspond with S. Lerner re revisions to correspondence with Company re discovery, and telephone conferences with S. Lerner re same (.4); correspond with K. MacMillan re meeting, and conference re same (.3).
7/06/17	Gary M Vogt	3.50	Review and coordinate matters re collection of board materials and K&E team correspondence re Creditors' Committee request.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Sarah Farley	5.20	Correspond with G. Balassa re document collection at Gymboree (.4); collect production materials (3.6); prepare electronic files and send to G. Vogt re attorney review and production preparation (1.2).
7/06/17	Scott Lerner	3.60	Correspond with G. Balassa and M. Roth re potential Committee issues and other strategy (.6); draft request for documents to Company and correspond with G. Balassa re same (.5); correspondence re document collection and production status (.4); correspond with AlixPartners team re document collection and production status (.5); locate and initiate collection of documents per Creditors' Committee diligence requests (1.6).
7/06/17	Timothy Bow	2.00	Attend Committee telephone conference.
7/06/17	Matthew Fagen	3.70	Prepare for and attend meeting with Creditors Committee (3.1); follow up with counsel re same (.6).
7/07/17	Gabor Balassa, P.C.	.40	Telephone conferences with S. Lerner re document collection.
7/07/17	Gary M Vogt	6.80	Compile and organize materials for attorney review and production re Creditors' Committee request (4.8); coordinate matters re update of review database (2.0).
7/07/17	Scott Lerner	4.70	Correspond with AlixPartners re status of Creditors' Committee diligence requests (.3); correspond with G. Balassa re same (.2); correspond with M. Fagen and litigation team re U.S. Trustee objections (.3); review board materials for privilege (2.7); correspond with B. Tyson re same (.3); locate and collect documents for Creditors' Committee diligence request (.9).
7/07/17	Ben Tyson	.40	Review production documents for privilege.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Song Lin	4.00	Prepare internally collected documents for case team review.
7/07/17	Paul Barclay	4.50	Prepare client documents for attorney review.
7/07/17	Paul Barclay	6.00	Prepare client original files for delivery to outside vendor re processing and attorney review (3.0); prepare client documents for attorney review (3.0).
7/08/17	Gabor Balassa, P.C.	.90	Correspond with K&E team re second day hearing and review materials re same.
7/08/17	Scott Lerner	1.30	Review potential documents in response to diligence requests for privilege.
7/08/17	Ben Tyson	2.10	Conduct privilege document review.
7/08/17	Paul Barclay	1.00	Prepare client original files for delivery to outside vendor re processing and attorney review.
7/09/17	Paul Barclay	1.00	Logistical and technical support for review of client electronic discovery data.
7/10/17	Gabor Balassa, P.C.	.30	Exchange correspondence with B. Tyson and restructuring team re second day hearing.
7/10/17	Gary M Vogt	6.50	Research, compile, and organize materials for attorney review re Creditors' Committee document requests.
7/10/17	Scott Lerner	5.10	Compile information re status of diligence productions and correspond with K&E team re same (2.2); correspond with G. Vogt re document review and production projects (.8); conference with Company re locating documents re Committee diligence requests (.9); review board materials for privilege (1.2).
7/10/17	Gerardo Mijares-Shafai	1.70	Revise and compile first day orders and correspond with K&E team and N. Newman re same (1.6); correspond with G. Zamfir re talking points (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Hannah Mayer	3.50	Index document sets for attorney review prior to production.
7/10/17	Paul Barclay	2.50	Logistical and technical support for review of client electronic discovery data.
7/11/17	Gary M Vogt	6.80	Compile, organize and prepare Gymboree board materials for production to creditors' Committee.
7/11/17	Scott Lerner	.40	Review documents for privilege (.2); conference with G. Vogt re document production (.1); review updates from second day hearing (.1).
7/11/17	Megan Buenviaje	1.00	Prepare Gymboree production for attorney review and export for delivery to outside counsel.
7/11/17	Hannah Mayer	3.00	Index document sets for attorney review prior to production.
7/11/17	Matthew Fagen	.30	Correspond with Committee and K&E team re Committee data room access.
7/12/17	Gabor Balassa, P.C.	.40	Telephone conference with S. Lerner re discovery responses and case planning (.2); correspond with court re conference (.2).
7/12/17	Gary M Vogt	3.00	Compile additional Gymboree materials re review (2.5); coordinate update of database re same (.5).
7/12/17	Scott Lerner	2.70	Correspond with D. O'Shaughnessy re document requests (.2); conference with G. Balassa re second day hearing and status of document review and production (.4); prepare document production and conference with G. Vogt re same (.9); conference with L. Krucks re document production issues (.2); conference with AlixPartners teams to streamline document requests to client (.6); review documents for production (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	Hannah Mayer	3.20	Update production indices with recently produced documents.
7/12/17	Paul Barclay	1.00	Prepare client files for attorney review.
7/12/17	Paul Barclay	1.60	Coordinate and prepare production of client electronic discovery data.
7/12/17	Matthew Fagen	.70	Correspond with Committee and K&E team re diligence requests (.4); correspond with same re reporting matters (.3).
7/13/17	Gabor Balassa, P.C.	.90	Correspond with S. Serajeddini re Committee issues.
7/13/17	Gary M Vogt	3.00	Finalize and upload Gymboree production to data room.
7/13/17	Scott Lerner	2.50	Correspond re status of analysis and update K&E team re same (.4); correspond with Company re document collection for diligence requests (.1); correspond with AlixPartners teams re status of diligence requests (.4); review documents re Play & Music sale and summarize same (1.4); correspond with B. Tyson re legal research (.2).
7/13/17	Laura Krucks	1.30	Attend management telephone conference.
7/14/17	Gabor Balassa, P.C.	.20	Review investigation materials.
7/14/17	Gary M Vogt	.50	Compile and distribute documents to Munger Tolles.
7/14/17	Scott Lerner	.90	Correspond with AlixPartners re data room confidentiality (.2); correspond with B. Tyson re legal research (.1); review materials re Play & Music sale (.6).
7/14/17	Ben Tyson	1.70	Review documents for response to Florida CID.
7/14/17	Ben Tyson	2.00	Research breach of fiduciary duty questions.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/14/17	Timothy Bow	.20	Telephone conference with A. Ladd re insurance assumption motion (.1); correspond with K&E team re same (.1).
7/14/17	Matthew Fagen	.60	Review and sign off on uploading diligence for Creditors' Committee.
7/17/17	Gabor Balassa, P.C.	1.80	Telephone conference with litigation team re case planning, and correspond with S. Lerner re same (.9); telephone conference with tax and restructuring teams re factual investigation, and correspond with S. Lerner re same (.7); correspond with B. Tyson re legal research and review S. Lerner summary (.2).
7/17/17	Maureen McCarthy	.50	Draft pleading template re motion to enlarge removal period.
7/17/17	Martin L Roth	1.50	Conference with G. Balassa, S. Lerner, and B. Tyson re potential disputes (1.0); telephone conference with BK and tax teams re potential issues (.5).
7/17/17	Scott Lerner	3.60	Correspond with litigation team re analysis status (.7); review and analyze documents re Play & Music transaction (1.7); correspond with litigation team, T. Davis, and M. Fagen re tax and DIP financing issues (.7); review documents and correspond with litigation team re same (.5).
7/17/17	Ben Tyson	.70	Attend catch-up telephone conference with M. Roth, S. Lerner, and G. Balassa re next steps.
7/17/17	Ben Tyson	5.50	Research availability re breach of fiduciary duty claim.
7/17/17	Garry Hartlieb	.30	Office conferences with L. Krucks re open work items and removal motion.
7/18/17	Gabor Balassa, P.C.	.70	Review Committee's limited objections and correspond with K&E team re same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Ben Tyson	2.50	Research availability of breach of fiduciary duty claim.
7/19/17	Ben Tyson	3.50	Research availability re breach of fiduciary duty claim and statute of limitations issues.
7/20/17	Gabor Balassa, P.C.	.50	Review work product re objections and correspond with litigation team re same (.3); correspond with S. Serajeddini re hearing (.2).
7/20/17	Gabor Balassa, P.C.	.50	Review work product re objections and correspond with litigation team re same (.3); correspond with S. Serajeddini re hearing (.2).
7/20/17	Gary M Vogt	2.50	Research and compile requested information re payment of management fees and expenses.
7/20/17	Scott Lerner	2.90	Correspond with AlixPartners teams re status of diligence requests (.3); analyze Creditors' Committee disclosure statement objection and correspond with team re same (2.3); correspond with B. Tyson re same (.1); correspond with M. Fagen re same (.2).
7/21/17	Scott Lerner	.10	Correspond with B. Tyson re bond repurchases.
7/22/17	Gabor Balassa, P.C.	.60	Telephone conferences with S. Lerner re document production.
7/22/17	Scott Lerner	.70	Telephone conference with G. Balassa re status of diligence requests (.5); conference with G. Balassa re same (.2).
7/23/17	Scott Lerner	.70	Review disclosure statement deck and provide comments re same (.5); correspond with litigation team re same (.2).
7/24/17	Scott Lerner	.90	Correspond with M. Fagen re LBO question (.1); analyze same (.3); correspond with Company re diligence requests (.1); correspond with AlixPartners re Committee requests (.3); update analysis re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/25/17	Gabor Balassa, P.C.	.40	Correspond with S. Lerner re privilege issues.
7/25/17	Scott Lerner	1.30	Review special Committee minutes (.3); correspond with G. Balassa re same (.2); correspond with reorg team re same (.2); correspond with Company re debt buyback documents (.3); review same (.3).
7/25/17	Timothy Bow	1.40	Draft removal extension motion (.9); review and revise same (.5).
7/26/17	Gary M Vogt	1.00	Coordinate assembly of Munger Tolles productions and integration into database.
7/26/17	Joshua A Sussberg, P.C.	.30	Correspond re Creditors' Committee status.
7/26/17	Scott Lerner	.90	Correspond with G. Vogt re organizing document productions (.2); review debt buyback documents from Company (.5); correspond re same (.1); correspond with reorg team re document production (.1).
7/26/17	Timothy Bow	.30	Review and revise litigation status chart for privilege issues.
7/27/17	Scott Lerner	.50	Correspond re diligence requests (.1); follow up with K&E team re same (.1); review document productions (.3).
7/27/17	Timothy Bow	.10	Correspond with Company re litigation privilege log.
7/27/17	Paul Barclay	1.00	Prepare client files for attorney review.
7/28/17	Gabor Balassa, P.C.	.50	Correspond with S. Lerner re privilege issues.
7/28/17	Joshua A Sussberg, P.C.	.30	Telephone conference with S. Serajeddini re settlement status (.2); correspond with S. Serajeddini re same (.1).
7/28/17	Scott Lerner	1.20	Correspond re Committee diligence requests (.3); correspond with G. Balassa re same (.2); review special Committee minutes and redactions re same (.7).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/29/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re settlement discussions and status.
7/31/17	Scott Lerner	.10	Correspond re status of diligence.
		174.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164549
Client Matter: 42462-12

In the matter of DIP, Cash Collateral, Cash Management

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 256,669.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 256,669.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	1.30	240.00	312.00
Katherine Bolanowski	2.70	1,035.00	2,794.50
Timothy Bow	4.70	835.00	3,924.50
James Dickson	2.10	735.00	1,543.50
Matthew Fagen	24.40	955.00	23,302.00
Ciara Foster	5.60	645.00	3,612.00
Craig J Garvey	.30	1,035.00	310.50
Garry Hartlieb	7.70	735.00	5,659.50
Andrew Idrizovic	16.40	995.00	16,318.00
John Kefer	46.30	835.00	38,660.50
Michelle Kilkenney, P.C.	13.00	1,225.00	15,925.00
Laura Krucks	60.90	835.00	50,851.50
Daniel Latona	.20	645.00	129.00
Matthew N Leist	3.60	735.00	2,646.00
Maureen McCarthy	4.40	390.00	1,716.00
Gerardo Mijares-Shafai	10.60	735.00	7,791.00
John Peterson	.80	645.00	516.00
Anup Sathy, P.C.	5.50	1,410.00	7,755.00
Steven Serajeddini	36.60	1,035.00	37,881.00
Allyson Smith	.20	645.00	129.00
Joshua A Sussberg, P.C.	12.00	1,165.00	13,980.00
Sharad Thaper	28.10	735.00	20,653.50
Ben Tyson	.30	865.00	259.50
TOTALS	287.70		\$ 256,669.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/01/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re status and DIP.
7/01/17	Laura Krucks	1.80	Review and analyze DIP order re reporting requirements (1.7); conference with T. Bow re same (.1).
7/01/17	Timothy Bow	.10	Correspond with L. Krucks re DIP reporting.
7/02/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re DIP issues.
7/02/17	Steven Serajeddini	1.30	Correspond with K&E team, Company and opposing counsel re DIP issues (.9); review and analyze re same (.4).
7/02/17	Laura Krucks	2.10	Review and analyze DIP order and conference re same.
7/03/17	Steven Serajeddini	3.80	Correspond with K&E team and opposing counsel re DIP issues (2.2); review and revise same (1.6).
7/03/17	Sharad Thaper	5.90	Correspond with L. Krucks re objections (.4); correspond with G. Hartlieb re same (.2); telephone conference with same re executory contracts (.2); research re same (.5); correspond with G. Hartlieb re same (.1); draft objections chart (4.5).
7/03/17	Laura Krucks	7.30	Review and revise DIP motion (3.7); telephone conferences re same (.8); review and analyze DIP objections (2.8).
7/03/17	Timothy Bow	1.70	Correspond and conferences with K&E team re second day/DIP hearing issues (.5); review and analyze objections (1.2).
7/03/17	Matthew Fagen	1.60	Correspond with K&E team re DIP objections and issues.
7/03/17	Matthew N Leist	.50	Review and analyze revised draft of final DIP order.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/04/17	Laura Krucks	1.10	Review and revise DIP order.
7/05/17	Anup Sathy, P.C.	1.00	Review and analyze work on cash collateral issues.
7/05/17	Joshua A Sussberg, P.C.	2.00	Telephone conference with S. Serajeddini re DIP (1.0); review Creditors' Committee presentation and correspond with K&E team re same (1.0).
7/05/17	Steven Serajeddini	4.50	Correspond with K&E team, opposing counsel, and lender counsel re DIP issues (3.4); review and analyze same (1.1).
7/05/17	John Peterson	.20	Telephone conference with K&E team re second day/DIP hearing.
7/05/17	Gerardo Mijares-Shafai	.50	Conference with T. Bow re TIAA Objection (.1); correspond with M. Fagen re same (.1); correspond with K&E team re resolving objections for second day hearing (.3).
7/05/17	Gerardo Mijares-Shafai	.10	Conference with K&E team re second day/DIP hearing.
7/05/17	Sharad Thaper	15.60	Correspond with L. Krucks re DIP reply (.2); telephone conference with M. Fagen re same (.3); correspond with G. Hartieb re objections (.2); draft DIP reply (7.9); revise same (4.5); research re same (2.5).
7/05/17	James Dickson	1.10	Review and comment on non-disclosure agreement comments from potential financing entity.
7/05/17	Laura Krucks	3.70	Review and revise DIP order.
7/05/17	Laura Krucks	1.00	Telephone conference with K&E team re DIP/second day work in process.
7/05/17	Timothy Bow	1.00	Telephone conference with K&E team re priority DIP hearing items (.7); review and revise orders (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Ryan Besaw	.50	Correspond with K&E team re recently filed pleadings and objections re DIP motion.
7/05/17	Daniel Latona	.20	Telephone conference with G. Hartlieb re DIP and stub rent issues.
7/05/17	Garry Hartlieb	3.10	Correspond with K&E team re DIP reply, locating and summarizing all objections to DIP motion (.7); office conference with L. Krucks re DIP reply (.2); correspond with K&E team re same (.1); correspond with L. Krucks re same (.1); correspond with K&E team re same (2.0).
7/05/17	Ciara Foster	.60	Participate in DIP hearing telephone conference with K&E team (.2); revise work in process chart re same (.4).
7/05/17	Matthew Fagen	1.80	Review DIP issues (.6); telephone conference with Creditors' Committee counsel re same (.4); follow up with same re same (.4); analyze issues re same (.4).
7/06/17	Anup Sathy, P.C.	1.50	Review and analyze cash collateral issues.
7/06/17	Maureen McCarthy	1.00	Search and distribute precedent re DIP hearing transcripts.
7/06/17	Maureen McCarthy	.50	Prepare binder re DIP objections.
7/06/17	Maureen McCarthy	.30	Participate in DIP hearing work in process telephone conference.
7/06/17	Joshua A Sussberg, P.C.	7.50	Correspond with K&E team re DIP issues with Creditors' Committee and K&E team (1.1); telephone conference with E. Fleck re same (.5); correspond with K&E team re same (.8); prepare for and attend meeting with Creditors' Committee (3.2); telephone conference with K. McMillan re miscellaneous issues (.7); telephone conference with A. Sathy re status (.5); telephone conference with J. Belitsos re same (.3); telephone conference with K&E team re same (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Steven Serajeddini	5.10	Correspond with K&E team, opposing counsel, and lender counsel re DIP issues (3.3); review and analyze same (1.8).
7/06/17	Andrew Idrizovic	.50	Review DIP credit agreement re AlixPartners questions re reporting and budget.
7/06/17	John Peterson	.10	Telephone conference with K&E team re DIP hearing and related work in process update.
7/06/17	Allyson Smith	.20	Telephone conference re DIP motion and hearing.
7/06/17	Gerardo Mijares-Shafai	2.40	Conference with L. Krucks re DIP summary chart (.1); draft same (.6); correspond and conference with S. Thaper re research tasks for DIP reply (.2); research open items re DIP reply (1.5).
7/06/17	Gerardo Mijares-Shafai	.30	Conference with K&E team re DIP hearing and related work in process.
7/06/17	Sharad Thaper	1.90	Correspond with K&E team re DIP reply.
7/06/17	James Dickson	.50	Review and comment on non-disclosure agreement comments from potential financing entity.
7/06/17	Laura Krucks	11.40	Review and revise DIP reply (1.1); review and revise DIP order (2.5); review and analyze Creditors' Committee DIP response (2.0); conferences re same (3.0); draft Creditors' Committee counterproposal chart (2.8).
7/06/17	Timothy Bow	.40	Telephone conference with K&E team re DIP hearing and work in process.
7/06/17	Garry Hartlieb	.90	Correspond with K&E team re DIP reply (.2); office conference with L. Krucks re same (.1); correspond with S. Lerner and paralegals re pleading materials and locate same (.3); correspond with paralegals re objection tracker and revise same (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Garry Hartlieb	.40	Telephone conference with K&E team re DIP hearing and work in process.
7/06/17	Matthew Fagen	3.60	Revise and analyze DIP order and summary grid (2.2); correspond with K&E team re same (1.4).
7/06/17	Matthew Fagen	1.30	Telephone conference re DIP hearing and work in process (.4); communications re second day motions/orders (.9).
7/07/17	Maureen McCarthy	1.30	Search and distribute precedent re waiver of deposit required under section 345 of the bankruptcy code (.8); search and distribute precedent re reply to objection re backstop commitment agreement motion (.5).
7/07/17	Joshua A Sussberg, P.C.	.60	Telephone conference with J. Mesterharm re DIP and miscellaneous issues (.3); telephone conference with M. Fagen re same (.3).
7/07/17	Steven Serajeddini	4.60	Correspond with K&E team, opposing counsel, lender counsel re DIP issues (3.1); review and analyze same (1.5).
7/07/17	Katherine Bolanowski	.20	Correspond with Y. Gross re amendment.
7/07/17	Gerardo Mijares-Shafai	5.70	Research section 345(b) case law and precedent (1.1); draft reply to U.S. Trustee objection re same (2.0); revise same (.7); correspond with K&E team re same (.2); review and revise DIP reply (1.2); conference with L. Krucks re same (.2); review and analyze objections re same (.3).
7/07/17	Sharad Thaper	1.80	Correspond with K&E team re DIP reply.
7/07/17	Laura Krucks	10.80	Review and revise DIP reply (4.8); review and revise DIP order (6.0).
7/07/17	Timothy Bow	.60	Conferences with G. Mijares-Shafai re cash management reply (.2); review and revise same (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Ryan Besaw	.40	Research re 345(b) waiver motion precedent.
7/07/17	Ryan Besaw	.40	Draft reply to U.S. Trustee objection to cash management motion.
7/07/17	Ciara Foster	.50	Review and revise reply to cash management objection (.3); correspond with G. Mijares-Shafai re same (.2).
7/07/17	Matthew Fagen	9.80	Review and revise DIP reply (1.8); review and revise DIP order and summary grid (4.2); correspond with K&E team re same (3.4); correspond with K&E team re cash management (.4).
7/08/17	Anup Sathy, P.C.	1.00	Review and analyze cash collateral settlement issues (.5); review chart re settlement outcomes (.5).
7/08/17	Joshua A Sussberg, P.C.	.70	Correspond with K&E team re open objections to DIP and backstop (.2); telephone conference with K&E team re preparation for hearing (.3); correspond re preparation (.2).
7/08/17	Steven Serajeddini	1.80	Correspond with K&E team re financing issues (1.4); review and analyze same (.4).
7/08/17	Ben Tyson	.30	Review Tempke declaration (.1); analyze whether additional declaration required for BCA motion (.2).
7/08/17	Gerardo Mijares-Shafai	.60	Revise reply to U.S. Trustee objection to section 345(b) waiver (.3); correspond with M. Fagen and T. Bow re same (.2); correspond with AlixPartners re same (.1).
7/08/17	Sharad Thaper	2.90	Correspond with K&E team re DIP reply (.2); revise DIP reply (2.5); correspond with K&E team re same (.2).
7/08/17	Laura Krucks	6.30	Review and analyze DIP objections (2.1); review and revise DIP reply (1.8); review and revise DIP order (2.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/08/17	Garry Hartlieb	.20	Correspond with K&E team re DIP reply status and talking points (.1); telephone conference with L. Krucks re same (.1).
7/08/17	Matthew Fagen	.80	Analyze and revise cash management reply (.6); correspond with K&E team re same (.2).
7/08/17	Matthew Fagen	.40	Telephone conference with K&E team re DIP hearing and work in process.
7/09/17	Anup Sathy, P.C.	1.00	Review and analyze cash collateral issues.
7/09/17	Michelle Kilkenney, P.C.	1.30	Conference with J. Mesterharm, S. Serajeddini, M. Fagen and S. Ware re compliance matters.
7/09/17	Joshua A Sussberg, P.C.	.60	Correspond re DIP and backstop objections and status (.2); telephone conference with Kimberly re employment matters and correspond re same (.4).
7/09/17	Steven Serajeddini	6.80	Review and analyze issues re DIP (2.5); telephone conferences with Committee, lenders and Company re issues, re same (3.4); correspond with K&E team re same (.9).
7/09/17	Steven Serajeddini	.90	Review and revise reply re backstop.
7/09/17	Katherine Bolanowski	.20	Correspond with M. Kilkenney re store closing requirements in term loan.
7/09/17	Laura Krucks	9.90	Review and revise DIP order (4.7); correspond with K&E team re same (.6); resolve objections with landlords (4.6).
7/09/17	Timothy Bow	.50	Correspond and conference with M. Fagen re cash management (.3); telephone conference with K&E team re cash management issue (.2).
7/09/17	Timothy Bow	.40	Telephone conference with K&E team re DIP hearing and priority items.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/09/17	Matthew Fagen	1.90	Review revised DIP order (.4); correspond with K&E team re same (.3); correspond with K&E team re DIP resolutions (.5); review cash management objection (.4); telephone conference re same (.3).
7/09/17	Matthew N Leist	.20	Review and analyze revised draft of final DIP order.
7/10/17	Anup Sathy, P.C.	1.00	Review and analyze cash collateral and DIP issues (.3); review objections re same (.7).
7/10/17	Maureen McCarthy	1.30	Finalize and prepare filing for revised proposed order and redline final cash management order (.9); finalize and prepare filing for revised proposed order re backstop commitment agreement motion (.4).
7/10/17	Steven Serajeddini	4.10	Correspond with K&E team re DIP issues (3.2); review and analyze same (.9).
7/10/17	Steven Serajeddini	2.20	Review and analyze issues re backstop reply (1.3); correspond with K&E team, clients re same (.9).
7/10/17	Andrew Idrizovic	.50	Draft correspondence to ABL lender counsel re amendment to DIP ABL credit agreement.
7/10/17	Gerardo Mijares-Shafai	1.00	Revise notice for revised cash management order and cash management order (.7); correspond with T. Bow re same (.1); correspond with M. McCarthy re same (.2).
7/10/17	James Dickson	.50	Review and revise executed NDAs.
7/10/17	Laura Krucks	4.90	Correspond with various landlords to resolve objections (2.5); review and revise DIP Order re same (2.4).
7/10/17	Garry Hartlieb	3.10	Draft DIP reply talking points (2.1); review all relevant DIP documents (1.0).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Ciara Foster	.40	Draft chart showing breakdown of bondholders (.3); office conference with M. Fagen re same (.1).
7/10/17	Ciara Foster	.60	Telephone conference with A. Baker re DIP fee reporting (.3); correspond with K&E team re same (.3).
7/11/17	Steven Serajeddini	1.50	Correspond and conference with K&E team re DIP and cash management.
7/11/17	Ciara Foster	.60	Correspond with K&E team re weekly DIP fee reporting (.2); review DIP fee report (.3); correspond with billing department re same (.1).
7/11/17	Matthew N Leist	1.20	Review and analyze draft amendment to DIP term loan credit agreement.
7/12/17	Michelle Kilkenney, P.C.	.40	Review and analyze mark-up of term loan amendment (.3); correspond re same (.1).
7/12/17	Katherine Bolanowski	1.60	Review and provide comments to term loan DIP.
7/12/17	Andrew Idrizovic	.50	Revise DIP ABL amendment.
7/12/17	Matthew Fagen	.70	Correspondence with K&E team re DIP budget (.4); correspondence re payment of stub rent (.3).
7/12/17	Matthew Fagen	1.40	Review and analyze presentation re lender/management meeting (.9); correspond with K&E team re same (.5).
7/12/17	Matthew N Leist	.20	Prepare for and participate in telephone conference with Gymboree re delivery of budget report.
7/12/17	Matthew N Leist	.50	Review and analyze revised draft of amendment to DIP term loan credit agreement.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	Matthew N Leist	.70	Review and analyze amendment to DIP term loan credit agreement (.3); correspond with Gymboree and Milbank re same (.4).
7/13/17	Michelle Kilkenney, P.C.	.60	Review and analyze exit financing summary.
7/13/17	Joshua A Sussberg, P.C.	.20	Correspond re lender meeting and coordinate re same.
7/13/17	Katherine Bolanowski	.70	Telephone conference with C. Tempke re exit financing deck.
7/13/17	Craig J Garvey	.30	Analyze disclosure matters and correspond with M. Fagen and Merrill Corporation re same.
7/13/17	Andrew Idrizovic	1.00	Telephone conference with K&E team re exit financing proposals and strategy.
7/13/17	John Peterson	.50	Review backstop agreement order.
7/13/17	Laura Krucks	.60	Telephone conference re exit financing process.
7/13/17	Matthew Fagen	.80	Conference with Company and professionals re exit financing process.
7/13/17	Matthew N Leist	.30	Review and analyze exit financing update.
7/14/17	Michelle Kilkenney, P.C.	.70	Prepare for and participate in conference with C. Tempke re exit financing.
7/14/17	Ciara Foster	.50	Review DIP milestones (.2); correspond with K&E team re same (.3).
7/14/17	Ciara Foster	.60	Review and revise chart showing cross over between DIP lenders and bondholders (.4); correspond with M. Fagen re same (.2).
7/14/17	Matthew Fagen	.30	Analyze correspondence re DIP professional fees.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Michelle Kilkenney, P.C.	.50	Prepare for and participate in conference with A. Idrizovic re exit financing commitment papers.
7/17/17	Andrew Idrizovic	2.00	Draft exit financing facility commitment letter.(1.5); analyze revised DIP ABL credit agreement amendment (.3); confirm client signoff on same (.2).
7/17/17	John Kefer	6.30	Prepare amendment to ABL DIP credit agreement (.5); prepare exit commitment papers (5.8).
7/18/17	Andrew Idrizovic	2.80	Revise exit commitment letter (1.3); comment on term sheets for exit financings (1.5).
7/18/17	John Kefer	3.50	Prepare exit commitment papers.
7/19/17	Michelle Kilkenney, P.C.	.70	Review and analyze exit commitment letter and term sheet.
7/19/17	Andrew Idrizovic	1.40	Comment on commitment letter and term sheets.
7/19/17	John Kefer	1.00	Revise commitment papers (.5); prepare amendment no. 1 (.5).
7/20/17	Michelle Kilkenney, P.C.	1.00	Review and analyze mark-up term sheet and commitment letter re exit.
7/20/17	Andrew Idrizovic	.20	Correspond with client re financing insurance premiums.
7/20/17	Ciara Foster	1.60	Draft and revise chart re noteholders (1.3); correspond with M. Fagen re same (.3).
7/20/17	John Kefer	3.30	Prepare exit commitment papers.
7/21/17	Michelle Kilkenney, P.C.	2.60	Prepare for and participate in conference with C. Tempke, J. Kefer and D. O'Shaughnessy re papers (1.3); review and mark-up same (1.3).
7/21/17	John Kefer	6.00	Prepare commitment papers (4.8); telephone conference re commitment papers (1.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/22/17	John Kefer	7.50	Prepare commitment papers.
7/23/17	Michelle Kilkenney, P.C.	4.50	Revise exit commitment letter and term sheets.
7/23/17	John Kefer	7.30	Prepare commitment papers.
7/24/17	Michelle Kilkenney, P.C.	.30	Conference with A. Idrizovic re documents (.2); correspond re same (.1).
7/24/17	Andrew Idrizovic	1.50	Revise exit facility commitment letter and term sheets.
7/24/17	Ciara Foster	.20	Correspond with K&E team re DIP fee reporting requirements.
7/24/17	John Kefer	5.30	Prepare commitment papers (3.0); telephone conferences re same (1.0); correspondence re same (1.3).
7/25/17	Michelle Kilkenney, P.C.	.20	Conference with A. Idrizovic and J. Kefer re status.
7/25/17	Andrew Idrizovic	2.00	Correspond with Lazard re exit commitment letter process (.5); revise exit term sheet (1.5).
7/25/17	John Kefer	2.00	Review and revise commitment papers.
7/26/17	Andrew Idrizovic	1.00	Analyze term loan commitment letter and term sheet.
7/26/17	John Kefer	1.30	Review and revise commitment papers.
7/27/17	Andrew Idrizovic	2.50	Revise term loan commitment letter and term sheet.
7/27/17	John Kefer	2.80	Review and revise commitment papers.
7/31/17	Michelle Kilkenney, P.C.	.20	Conference with A. Idrizovic re status.
7/31/17	Andrew Idrizovic	.50	Correspond with Lazard re exit financing lender responses.
		287.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164550
Client Matter: 42462-13

In the matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 269,468.50

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 269,468.50

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

13 - Disclosure Statement, Plan, Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	.30	240.00	72.00
Ryan Besaw	5.00	240.00	1,200.00
Timothy Bow	9.80	835.00	8,183.00
Matthew Fagen	63.80	955.00	60,929.00
Jaimeson Fedell	.30	735.00	220.50
Ciara Foster	30.70	645.00	19,801.50
Julia Foster	.50	240.00	120.00
Craig J Garvey	14.00	1,035.00	14,490.00
Garry Hartlieb	29.80	735.00	21,903.00
Laura Krucks	42.70	835.00	35,654.50
Scott Lerner	1.50	930.00	1,395.00
Maureen McCarthy	18.90	390.00	7,371.00
Gerardo Mijares-Shafai	19.60	735.00	14,406.00
John Peterson	2.30	645.00	1,483.50
Martin L Roth	.30	1,025.00	307.50
Anup Sathy, P.C.	14.00	1,410.00	19,740.00
Steven Serajeddini	37.10	1,035.00	38,398.50
Alison A Skaife	1.10	965.00	1,061.50
Allyson Smith	.80	645.00	516.00
Joshua A Sussberg, P.C.	16.10	1,165.00	18,756.50
Sharad Thaper	2.00	735.00	1,470.00
Ben Tyson	2.30	865.00	1,989.50
TOTALS	312.90		\$ 269,468.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/02/17	Anup Sathy, P.C.	1.00	Analyze disclosure statement issues.
7/05/17	Craig J Garvey	1.10	Review and analyze comments to plan and disclosure statement (.9); correspond with L. Krucks re same (.2).
7/07/17	Ryan Besaw	.40	Draft RSA objection reply.
7/08/17	Scott Lerner	.70	Correspond with reorg and litigation teams re replies to U.S. Trustee backstop objections (.2); review objections and draft replies (.5).
7/09/17	Steven Serajeddini	2.00	Correspond with K&E team re restructuring issues (1.6); review and analyze issues re same (.4).
7/12/17	Anup Sathy, P.C.	1.50	Analyze disclosure statement issues.
7/12/17	Alison A Skaife	1.10	Attend telephone conference re restructuring alternatives.
7/13/17	Joshua A Sussberg, P.C.	.80	Telephone conference with T. Walper re status (.2); telephone conference with S. Serajeddini re same (.2); correspond with M. Fagen re same (.3); correspond with K&E team re claim calculation (.1).
7/13/17	John Peterson	.30	Telephonic conference with K&E team re disclosure statement workstreams.
7/13/17	Ciara Foster	.70	Revise disclosure statement chart (.5); participate in disclosure statement work in process telephone conference with K&E team (.1); correspond with K&E team re same (.1).
7/13/17	Matthew Fagen	2.20	Prepare for and attend management meeting with plan support parties.
7/13/17	Matthew Fagen	1.40	Review and analyze correspondence re disclosure statement (.5); analyze same (.9).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Matthew Fagen	.60	Telephone conference with T. Bow and L. Krucks re disclosure statement work in process.
7/14/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
7/14/17	Maureen McCarthy	.70	Search and distribute precedent re the disclosure statement.
7/14/17	Joshua A Sussberg, P.C.	.40	Correspond with S. Serajeddini re disclosure statement (.2); telephone conference with A. Sathy re same (.2).
7/14/17	Laura Krucks	1.10	Review and revise disclosure statement.
7/14/17	Matthew Fagen	3.00	Correspond with K&E team re lessors' disclosure statement issues (.4); review and analyze precedent re same (.8); correspond with K&E team re U.S. Trustee disclosure statement issues (.5); review and analyze documents re same (.4); draft responses re same (.4); correspond with K&E team re revisions to DS (.3); correspond with same re objection deadlines for parties (.2).
7/15/17	Joshua A Sussberg, P.C.	.10	Correspond with K&E team re disclosure statement.
7/15/17	Steven Serajeddini	1.10	Correspond with K&E team re disclosure statement issues (.7); review and analyze same (.4).
7/15/17	Matthew Fagen	.60	Correspond with K&E team re disclosure statement revisions and hearing.
7/16/17	Joshua A Sussberg, P.C.	.10	Telephone conference with S. Serajeddini re status and objections to disclosure statement.
7/16/17	Steven Serajeddini	1.10	Correspond with K&E team re plan issues (.9); review and analyze same (.2).
7/17/17	Anup Sathy, P.C.	1.00	Review and analyze disclosure statement issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Maureen McCarthy	1.30	Search and distribute precedent re confirmation order (.4); follow-up with R. Besaw and L. Krucks re objections filed re DS motion (.6); search and distribute precedent re replies to same (.3).
7/17/17	Joshua A Sussberg, P.C.	2.20	Correspond re status and Creditors' Committee (.2); telephone conference with Weil re same (.1); telephone conference with S. Serajeddini re Creditors' Committee status (.5); telephone conference with J. Belitsos re status (.4); telephone conference with M. Barr re same (.3); correspond re same (.3); telephone conference with T. Walper (.4).
7/17/17	Steven Serajeddini	4.80	Correspond and conference with K&E team, opposing counsel, client re issues re plan and disclosure statement (2.9); review and analyze same (1.3); review and revise documents re same (.6).
7/17/17	Craig J Garvey	.20	Analyze SEC correspondence.
7/17/17	Julia Foster	.20	Research precedent re replies to disclosure statement objections for attorney review.
7/17/17	John Peterson	.50	Review Deutsche bank draft disclosure statement objection.
7/17/17	John Peterson	.40	Telephone conference with K&E team re disclosure statement hearing work in process.
7/17/17	Allyson Smith	.30	Attend telephone conference with K&E team re disclosure statement work in process updates.
7/17/17	Gerardo Mijares-Shafai	2.30	Review and analyze objections to the disclosure statement (.1); revise disclosure statement order (.6); follow up with L. Krucks re same and disclosure statement reply (.2); draft disclosure statement reply (1.4).
7/17/17	Gerardo Mijares-Shafai	.40	Conference with K&E team re disclosure statement work in process.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Laura Krucks	3.60	Office conference with G. Hartlieb re Disclosure Presentation (.3); review and revise disclosure statement (1.7); review and analyze objections and review and revise disclosure statement reply (1.6).
7/17/17	Laura Krucks	1.00	Telephone conference with M. Fagen and T. Bow re disclosure statement work in process (.7); telephone conference with K&E team re same (.3).
7/17/17	Timothy Bow	.40	Telephone conference with SEC attorney re plan issues (.2); correspond with K&E team re same (.2).
7/17/17	Timothy Bow	.90	Telephone conference with M. Fagen and L. Krucks re priority disclosure statement hearing items.
7/17/17	Ryan Besaw	1.30	Search and distribute confirmation order precedent (.1); correspond with K&E team re filed objections (.3); draft DS objection chart (.3); draft reply to DS objections (.6).
7/17/17	Garry Hartlieb	.90	Correspond and office conferences with K&E team re disclosure statement presentation (.4); correspond with K&E team re meeting to review DS objections and set meeting re same (.2); review and analyze summary of filed objections (.3).
7/17/17	Garry Hartlieb	.20	Telephone conference with K&E team re disclosure statement hearing work in process.
7/17/17	Ciara Foster	2.40	Draft objection chart for disclosure statement hearing (1.5); correspond with K&E team re same (.3); revise plan re comments on securities issues (.5); correspond with T. Bow re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Ciara Foster	1.50	Correspond with K&E team re disclosure statement hearing work in process (.2); participate in telephone conference re same (.3); revise work in process chart (.4); correspond with S. Ware re upcoming deadlines (.2); draft upcoming deadline chart (.4).
7/17/17	Matthew Fagen	2.00	Review and analyze objections to disclosure statement (1.4); analyze potential resolutions (.6).
7/18/17	Maureen McCarthy	.40	Search and distribute hearing transcript precedent for EDVA.
7/18/17	Joshua A Sussberg, P.C.	1.20	Conference with T. Walper re status (.5); correspond with same re DS and status (.4); review and analyze Creditors' Committee objection to DS (.3).
7/18/17	Martin L Roth	.30	Review and analyze draft Committee objection to disclosure statement.
7/18/17	Scott Lerner	.80	Review and analyze Creditors' Committee objection to disclosure statement.
7/18/17	Steven Serajeddini	2.10	Correspond with K&E team re plan, DS issues (1.3); review and analyze same (.8).
7/18/17	Craig J Garvey	.50	Analyze comments to rights offering procedures and correspond with L. Krucks re same.
7/18/17	John Peterson	.50	Review Committee Limited Objections to disclosure statement.
7/18/17	Gerardo Mijares-Shafai	6.50	Draft omnibus reply to objections to disclosure statement and research for same (3.2); conference with K&E team re same (.6); conference with S. Thaper, L. Krucks re same (.5); revise DS order rights offering procedures with Milbank comments (.9); revise DS reply with M. Fagen comments (1.2); correspond with L. Krucks re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Sharad Thaper	2.00	Revise disclosure statement (1.5); telephone conference with K&E team re disclosure statement reply (.5).
7/18/17	Laura Krucks	12.80	Review and revise disclosure statement (3.5); review and revise disclosure statement reply and review objections re same (4.5); further review and revise disclosure statement (4.8).
7/18/17	Timothy Bow	2.40	Review and analyze disclosure statement objections (1.9); telephone conferences with landlord attorneys re resolutions of objections (.5).
7/18/17	Timothy Bow	.50	Telephone conference with M. Fagen and L. Krucks re priority disclosure statement hearing items.
7/18/17	Ryan Besaw	.20	Distribute objections to disclosure statement.
7/18/17	Ryan Besaw	.50	Search and distribute DS hearing transcript precedent.
7/18/17	Garry Hartlieb	2.00	Correspond and schedule K&E team meeting re DS objection (.1); review DS objection (.3); telephone conferences re DS objections with K&E team (.6); correspond with K&E team re same (.2); telephone conferences with K&E team re DS reply (.4); office conference with G. Mijares re same (.2); correspond with G. Mijares re DS reply and edit same (.2).
7/18/17	Ciara Foster	1.60	Correspond with K&E team re weekly fee report (.3); correspond with AlixPartners re same (.1); revise plan to incorporate securities comments (.2); correspond with K&E team re same (.1); revise disclosure statement objection chart (.7); correspond with K&E team re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Matthew Fagen	3.60	Telephone conference with K&E team re DS reply (.5); analyze same (.7); telephone conference with K&E team re DS revisions (.4); review status of DS objections (1.4); correspond with K&E team re same (.6).
7/19/17	Anup Sathy, P.C.	1.00	Review and analyze disclosure statement issues.
7/19/17	Maureen McCarthy	1.50	Draft disclosure statement hearing agenda.
7/19/17	Joshua A Sussberg, P.C.	1.00	Telephone conference with S. Serajeddini re DS (.1); telephone conference with M. Fagen re same (.1); telephone conference with T. Walper re same (.2); review and analyze Creditors' Committee objection (.2); review and analyze revised DS insert (.3); correspond re same (.1).
7/19/17	Steven Serajeddini	2.20	Correspond with K&E team re plan, DS issues (1.1); review and analyze same (1.1).
7/19/17	Gerardo Mijares-Shafai	1.40	Revise disclosure statement reply (1.3); correspond with G. Hartlieb and L. Krucks re same (.1).
7/19/17	Laura Krucks	1.90	Review and revise draft disclosure statement reply.
7/19/17	Timothy Bow	3.90	Review and analyze, and resolve objections to disclosure statement (1.6); telephone conferences with landlords' counsel re same (.3); review and revise plan (1.3); correspond with K&E team re same (.3); review and analyze language re contract procedures (.4).
7/19/17	Ryan Besaw	.20	Research DS hearing precedent.
7/19/17	Garry Hartlieb	3.50	Review and revise draft DS reply and correspond with G. Mijares-Shafai re same (1.0); review and revise the DS hearing presentation (2.2); correspond with M. Fagen, L. Krucks re same (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/19/17	Ciara Foster	2.60	Review and revise plan (1.5); correspond with T. Bow re same (.3); review and revise contract section (.3); review and revise disclosure statement objection tracker (.5).
7/19/17	Matthew Fagen	6.80	Review and revise draft plan per landlord and other discussions (.7); review and revise draft DS (2.1); correspond with K&E team re same (1.4); review and revise Committee DS insert (.4); correspondence re same (.3); analyze solicitation/timeline (.5); correspondence re same (.4); conference re DS/timing (.6); correspond with K&E team re tax disclosure issues (.4).
7/20/17	Anup Sathy, P.C.	1.00	Review and analyze disclosure statement issues.
7/20/17	Joshua A Sussberg, P.C.	2.30	Telephone conference with T. Walper re disclosure statement (.4); correspond with M. Fagen, S. Serajeddini and Creditors' Committee re same (.6); review and comment on DS inserts (.5); follow-up telephone conference with T. Walper (.3); telephone conference with A. Sathy re status (.2); correspond with K&E team re Creditors' Committee settlement (.3).
7/20/17	Steven Serajeddini	3.30	Correspond and conference with K&E team, opposing counsel re plan, DS issues (1.9); review and analyze same (1.4).
7/20/17	Craig J Garvey	4.00	Revise and analyze draft registration rights agreement.
7/20/17	Gerardo Mijares-Shafai	2.90	Correspond with L. Krucks re disclosure statement reply (.1); review, analyze same (.6); revise disclosure statement order (2.2).
7/20/17	Laura Krucks	6.80	Review and revise disclosure statement order (3.9); review and revise disclosure statement (2.9).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	Laura Krucks	.80	Participate in work in process meeting re disclosure statement workstreams.
7/20/17	Timothy Bow	.60	Correspond with K&E team, landlords re disclosure statement hearing objection resolutions.
7/20/17	Ryan Besaw	1.20	Draft confirmation brief and proposed confirmation order.
7/20/17	Ryan Besaw	.80	Review, revise DS hearing agenda (.3); prepare and ship hearing materials (.5).
7/20/17	Garry Hartlieb	4.80	Office conference and telephone conferences with L. Krucks re disclosure statement hearing presentation (.3); review and revise disclosure statement reply and correspond with L. Krucks and G. Mijares-Shafai re same (.6); revise disclosure statement presentation (2.1); review and analyze correspondence re same (.2); office conference with L. Krucks re same (.5); correspond with L. Krucks re comments to the disclosure statement hearing presentation (.2); revise presentation based on comments from L. Krucks and M. Fagen (.9).
7/20/17	Ciara Foster	2.50	Review and revise plan (2); correspond with K&E team re same (.5).
7/20/17	Ciara Foster	.60	Review and revise agenda for disclosure statement hearing (.5); correspond with K&E team re same (.1).
7/20/17	Matthew Fagen	7.10	Correspond with K&E team re Committee DS insert (.7); revise same (.4); correspond with same re MTO DS insert (.4); correspond with MTO re DS status (.5); review and revise draft disclosure statement (2.1); review and revise draft plan (1.6); correspond with landlords re DS objections (1.4).
7/21/17	Anup Sathy, P.C.	1.00	Review and analyze disclosure statement issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/21/17	Maureen McCarthy	2.70	Draft notice of filing of revised order re motion to approve the disclosure statement (.9); draft notice of filing of amended plan (.9); draft notice of filing of amended disclosure statement (.9).
7/21/17	Joshua A Sussberg, P.C.	1.70	Telephone conference with E. Fleck re disclosure statement (.5); correspond re same (.2); telephone conference with S. Serajeddini (.3); telephone conference with AlixPartners and M. Fagen re effective date timing and leases (.5); telephone conference with M. Fagen re hearing (.2).
7/21/17	Steven Serajeddini	3.10	Correspond and conference with K&E team, client, opposing counsel re plan, disclosure statement (1.9); review and analyze issues re same (1.2).
7/21/17	Craig J Garvey	.50	Draft regulation rights agreement and correspond with M. Fagen re same.
7/21/17	Ben Tyson	2.00	Review and research objections on debt buyback in disclosure statement.
7/21/17	Julia Foster	.30	Review and revise agenda re July 24, 2017 hearing.
7/21/17	Gerardo Mijares-Shafai	3.20	Revise disclosure statement order (2.9); correspond with L. Krucks and M. Fagen re same (.3).
7/21/17	Gerardo Mijares-Shafai	.40	Conference with K&E team re work in process for disclosure statement hearing.
7/21/17	Laura Krucks	1.60	Review and revise disclosure statement.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/21/17	Garry Hartlieb	4.40	Telephone conference with K&E team re work in process re disclosure statement hearing (.4); correspond with K&E team re same (.2); coordinate travel arrangements and preparatory materials for disclosure statement hearing (.3); review and revise agenda and associated pleadings for disclosure statement hearing (2.8); correspond with T. Bow re same (.2); correspond with M. Fagen re same (.4); correspond with Kutak Rock re same (.1).
7/21/17	Ciara Foster	3.10	Review and revise plan (1.2); correspond with K&E team re same (.5); summarize and send statements in opposition to the disclosure statement and plan (.4); revise objection tracker to reflect same (.5); telephone conference with K&E team re disclosure statement hearing and plan filing (.2); correspond with same re same (.3).
7/21/17	Matthew Fagen	9.30	Correspond with K&E team re disclosure statement hearing and revisions (3.2); review and revise draft disclosure statement (1.4); review and revise draft plan (1.2); review and revise draft DS order (.7); review and revise draft hearing presentation (1.5); review and revise draft hearing agenda (.6); correspond re same (.7).
7/22/17	Joshua A Sussberg, P.C.	2.70	Review and revise presentation for DS hearing (.7); telephone conference with S. Serajeddini (.2); telephone conference with A. Sathy (.3); correspond re tax attributes (.5); correspond re Creditors' Committee settlement (.4); correspond re landlord status (.6).
7/22/17	Steven Serajeddini	5.60	Correspond and conference with K&E team, opposing counsel re disclosure statement issues (2.8); review and analyze same (1.3); review and revise documents re same (1.5).
7/22/17	Gerardo Mijares-Shafai	1.60	Draft talking points for disclosure statement hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/22/17	Garry Hartlieb	2.70	Review and incorporate comments from J. Sussberg and M. Fagen re DS hearing presentation (2.3); telephone conference with M. Fagen re same (.1); correspond with M. Fagen, S. Lerner and B. Tyson re same (.3).
7/22/17	Matthew Fagen	4.80	Correspond re disclosure statement, plan, order objections and resolutions (2.7); review and revise draft DS presentation slides (1.7); correspond with K&E team re same (.4).
7/23/17	Maureen McCarthy	6.90	Review and revise notice of filing of revised proposed order re motion to approve disclosure statement (1.2); review and revise notice of filing of redline of amended plan (1.2); review and revise notice of filing of redline of disclosure statement (1.2); draft amended July 24 hearing agenda (.9); prepare and finalize amended plan and for filing (1.2); correspond with J. Williams re filing plan for documents, hearing presentation and hearing materials for disclosure statement hearing (.6); follow-up with working group re same (.6).
7/23/17	Joshua A Sussberg, P.C.	3.00	Review and comment on presentation for disclosure statement hearing (1.1); correspond with S. Serajeddini and M. Fagen re status (.5); review and analyze disclosure statement (1.4).
7/23/17	Steven Serajeddini	5.80	Correspond and conference with K&E team, opposing counsel re disclosure statement issues (2.7); review and analyze same (1.8); review and revise documents re same (1.3).
7/23/17	Ben Tyson	.30	Review and edit slide deck for disclosure statement hearing.
7/23/17	Laura Krucks	4.70	Review and revise disclosure statement and disclosure statement order and prepare same for filing.
7/23/17	Laura Krucks	4.50	Prepare for disclosure statement hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/23/17	Garry Hartlieb	9.60	Review and revise disclosure statement hearing presentation (1.2); telephone conference with M. Fagen re same (.2); correspond with M. Fagen re same (.1); office conference with K&E team re disclosure statement hearing (8.1).
7/23/17	Ciara Foster	3.00	Review and revise disclosure statement order (.7); run incremental redlines re same (.7); prepare for filing (.3); review and revise plan (.5); run incremental redlines re same (.5); prepare for filing (.3).
7/23/17	Matthew Fagen	11.00	Review and revise draft disclosure statement hearing presentation (2.1); review and revise draft plan, disclosure statement and disclosure statement order (3.4); correspond with landlords re same (1.8); prepare for filing revised draft plan and disclosure statement and next day hearing at Kutak (3.7).
7/24/17	Anup Sathy, P.C.	1.00	Review and analyze settlement issues with Creditors' Committee.
7/24/17	Maureen McCarthy	4.60	Finalize and prepare for filing revised proposed order approving disclosure statement (.9); finalize and prepare filing amended disclosure statement (1.0); finalize and prepare filing redline for amended plan (.7); prepare hearing materials (1.0); revise order re motion to approve disclosure statement for submission to Court (1.0).
7/24/17	Steven Serajeddini	1.10	Correspond and conference with K&E team re same.
7/24/17	Laura Krucks	1.20	Review and revise solicitation documents and coordinate with Kutak and Prime Clerk re same.
7/24/17	Garry Hartlieb	1.70	Prepare materials for disclosure statement hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/24/17	Ciara Foster	.70	Review and revise disclosure statement order (.5); correspond with K&E team re same (.2).
7/25/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
7/25/17	Maureen McCarthy	.80	Draft notice re solicitation versions of plan and disclosure statement.
7/25/17	Joshua A Sussberg, P.C.	.30	Correspond with K&E team re plan and disclosure statement matters.
7/25/17	Steven Serajeddini	1.90	Correspond with K&E team and opposing counsel re plan issues (1.1); review and analyze same (.8).
7/25/17	Craig J Garvey	2.10	Revise escrow agreement and review of relevant precedent (1.0); analyze rights offering subscription forms (.9); correspond with deal team re escrow agreement (.2).
7/25/17	John Peterson	.30	Telephone conference with K&E team re plan workstreams.
7/25/17	Allyson Smith	.50	Telephone conference with K&E team re plan action items.
7/25/17	Gerardo Mijares-Shafai	.20	Conference with K&E team re plan/confirmation work in process.
7/25/17	Laura Krucks	2.20	Review and analyze solicitation materials and coordinate with Prime Clerk re same.
7/25/17	Timothy Bow	.70	Telephone conference with K&E team re plan/confirmation work in process (.3); conference with M. Fagen and L. Krucks re priority items (.4).
7/25/17	Matthew Fagen	.70	Correspond with K&E team re solicitation.
7/26/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
7/26/17	Steven Serajeddini	1.90	Review and analyze plan issues (1.1); correspond with K&E team and opposing counsel re same (.8).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/26/17	Craig J Garvey	1.10	Correspond with K&E team re escrow agreement and negotiate escrow agreement with Milbank.
7/26/17	Craig J Garvey	1.20	Revise escrow agreement (.5); review relevant precedent re same (.2); analyze rights offering subscription forms (.5).
7/26/17	Craig J Garvey	1.80	Attend telephone conference with Lazard re 1145 rights offering (.6); review rules re same (1.2).
7/26/17	Matthew Fagen	2.80	Review and analyze issues re rights offering and solicitation.
7/27/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
7/27/17	Joshua A Sussberg, P.C.	.30	Correspond re status (.2); telephone conference with T. Walper re status (.1).
7/27/17	Steven Serajeddini	1.10	Review and analyze plan issues (.2); correspond with K&E team and opposing counsel re same (.9).
7/27/17	Craig J Garvey	.50	Correspond with K&E team re escrow agreement (.2); negotiate escrow agreement with Milbank (.3).
7/27/17	Craig J Garvey	.80	Attend telephone conference with Lazard re 1145 rights offering (.4); review rules re same (.4).
7/27/17	John Peterson	.30	Telephone conference with K&E team re plan/confirmation workstreams.
7/27/17	Gerardo Mijares-Shafai	.30	Conference with K&E team re plan/confirmation work in process for confirmation hearing (.2); follow up with L. Krucks re same (.1).
7/27/17	Laura Krucks	.50	Participate in telephone conference with K&E team re plan/confirmation work in process.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/27/17	Anthony C Abate	.30	Search for and distribute precedent K&E confirmation orders.
7/27/17	Ryan Besaw	.40	Search and distribute confirmation brief precedent.
7/27/17	Jaimeson Fedell	.10	Office conference with L. Krucks re confirmation order.
7/27/17	Jaimeson Fedell	.20	Participate in telephone conference with K&E team re plan/confirmation work in process.
7/27/17	Matthew Fagen	3.30	Revise rights offering (1.7); correspond with K&E team re same (1.6).
7/27/17	Matthew Fagen	.40	Telephone conference with K&E team re plan/confirmation work in process.
7/28/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
7/28/17	Matthew Fagen	4.20	Review and analyze rights offering and solicitation materials (2.8); correspond with K&E team re same (1.4).
7/29/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
7/29/17	Ciara Foster	6.00	Draft and revise confirmation brief (4.5); research third party release case law for fourth circuit (1.5).
7/30/17	Ciara Foster	6.00	Review and revise confirmation brief.
7/31/17	Anup Sathy, P.C.	.50	Review and revise plan.
7/31/17	Craig J Garvey	.20	Negotiate escrow agreement with Milbank and correspond with deal team re same.
7/31/17	Gerardo Mijares-Shafai	.40	Correspond with K&E team re management incentive plan.
7/31/17	Timothy Bow	.40	Telephone conference with L. Krucks and M. Fagen re plan and disclosure statement.
		312.90	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164551
Client Matter: 42462-14

In the matter of Employee Issues

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 87,123.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 87,123.50

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

14 - Employee Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	.90	240.00	216.00
Timothy Bow	5.00	835.00	4,175.00
Matthew Fagen	3.30	955.00	3,151.50
Michael Falk	.50	1,295.00	647.50
Garry Hartlieb	.20	735.00	147.00
Tatum Ji	18.30	810.00	14,823.00
Sydney V Jones	3.80	725.00	2,755.00
Richard W Kidd	33.20	1,295.00	42,994.00
Michael Krasnovsky	.10	1,090.00	109.00
Nadia Lee	2.50	235.00	587.50
Maureen McCarthy	.90	390.00	351.00
Julia Onorato	.80	905.00	724.00
Scott D Price	6.80	1,475.00	10,030.00
William T Pruitt	.30	1,015.00	304.50
Allyson Smith	6.40	645.00	4,128.00
Joshua A Sussberg, P.C.	1.70	1,165.00	1,980.50
TOTALS	84.70		\$ 87,123.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Allyson Smith	.10	Compare revised wages order to filed version and correspond with T. Bow re same.
7/06/17	Scott D Price	.50	Discuss incentive matters.
7/06/17	Allyson Smith	.40	Revise wages final order.
7/06/17	Timothy Bow	.20	Review and revise wages order (.1); correspond with U.S. Trustee re same (.1).
7/06/17	Richard W Kidd	1.50	Telephone conference with client re store closures (.7); review release (.8).
7/06/17	Matthew Fagen	.60	Review and revise proposed final wages order (.4); correspondence re same (.2).
7/06/17	Tatum Ji	1.60	Review and correspond re severance issues (.8); revise release agreements re severance package (.8).
7/07/17	Scott D Price	1.00	Correspond re employment matters.
7/07/17	Joshua A Sussberg, P.C.	1.30	Telephone conference with S. Price re employment issues and correspond re same (.3); correspond re stub rent and open DIP issues (.3); correspond re back stop and U.S. Trustee objection (.3); correspond with K. McMillian and S. Price re employment arrangements (.4).
7/07/17	Michael Krasnovsky	.10	Review and analyze correspondence re severance plan.
7/07/17	Richard W Kidd	2.00	Review releases (.3); summarize issues with releases (.5); telephone conference with Company re same (.7); correspond with K&E team re severance plan (.2); summarize issues for same (.3).
7/07/17	Tatum Ji	1.50	Research state law applicability to severance and release (1.0); office conference with R. Kidd re same (.5).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/08/17	Matthew Fagen	.40	Correspond with K&E team re employment agreements.
7/09/17	William T Pruitt	.30	Review and analyze broker agreement (.2); correspond with T. Bow re same (.1).
7/10/17	Maureen McCarthy	.90	Finalize and prepare for filing revised proposed order and redline final wages order.
7/10/17	Scott D Price	1.80	Conference with K&E team re offer letters and severance plan.
7/10/17	Allyson Smith	.50	Review and revise talking points for second day hearing (.2); review and analyze notices and proposed orders re filing (.3).
7/10/17	Richard W Kidd	8.50	Draft and revise severance plan (4.0); draft and revise release agreement (4.5).
7/10/17	Tatum Ji	4.50	Review and revise severance plan and related documents.
7/10/17	Michael Falk	.50	Research re ERISA disclosure requirement (.4); correspond with S. Price re same (.1).
7/10/17	Sydney V Jones	3.00	Research state laws re separation and release agreements (1.6); review and revise separation agreement templates (1.4).
7/11/17	Scott D Price	1.30	Correspond with K&E team re severance matters.
7/11/17	Richard W Kidd	10.50	Draft and revise release (4.0); revise severance plan (4.5); draft communication to employees (1.5); conference call with client (.5).
7/11/17	Tatum Ji	5.50	Revise severance plan and related documents (2.2); prep for client telephone conference (.5); telephone conference with client to discuss severance plan and related documents (1.0); revise documents following client instructions (1.8).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Sydney V Jones	.80	Review and revise general release, communication to employees, and severance plan.
7/12/17	Richard W Kidd	2.20	Review and revise severance plan and editing (1.2); review and edit employee communication and model release (1.0).
7/13/17	Scott D Price	.30	Review and revise offer letter.
7/13/17	Joshua A Sussberg, P.C.	.10	Correspond re offer letter and related issues.
7/13/17	Nadia Lee	2.50	Review, organize, and process revisions to severance agreement.
7/13/17	Richard W Kidd	3.00	Review final edits to severance plan, model release (2.5); telephone conference with company (.3); coordinate legal assistant review of documents (.2).
7/14/17	Scott D Price	.30	Review and analyze offer letter.
7/14/17	Joshua A Sussberg, P.C.	.30	Correspond re insider and severance issue with S. Serajeddini, M. Fagen, S. Price and K. MacMillan.
7/14/17	Matthew Fagen	.90	Correspond with K&E team re severance (.3); telephone conference with K. Macmillan re same (.3); correspondence re same (.3).
7/15/17	Richard W Kidd	.30	Review and analyze company question re severance plan.
7/17/17	Scott D Price	.80	Discuss management arrangements and offer letters.
7/17/17	Julia Onorato	.80	Draft and revise compensation committee resolutions.
7/17/17	Garry Hartlieb	.20	Correspond with T. Bow re employee agreement.
7/17/17	Richard W Kidd	.50	Review and analyze board resolution for severance plan.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Matthew Fagen	1.40	Consider new hire issues (.6); correspond with Company re same (.4); correspond with team re drafting motion re same (.4).
7/17/17	Tatum Ji	.50	Review charter (.3); discuss and organize drafting of charter with J. Onorato (.2).
7/18/17	Richard W Kidd	2.70	Draft and edit talking points to Compensation Committee (1.2); edit board resolution (1.0); internal telephone conferences to discuss board resolution and talking points (.5)
7/18/17	Tatum Ji	1.50	Draft and revise talking points to Compensation Committee.
7/20/17	Richard W Kidd	2.00	Conference call with client to discuss final documents (.4); final edits to documents (1.6).
7/20/17	Tatum Ji	2.70	Final review and revisions to severance documents (2.2); discuss with R. Kidd re same (.5).
7/21/17	Timothy Bow	.40	Review and analyze employee-related Company correspondence.
7/25/17	Scott D Price	.30	Telephone conference with K&E team re management arrangements.
7/26/17	Scott D Price	.50	Telephone conference with K&E team re incentive plan.
7/26/17	Timothy Bow	.60	Review and analyze precedent re motion to approve employment agreement (.4); correspond with K&E team re same (.2).
7/26/17	Ryan Besaw	.90	Search and distribute employment agreement motion precedent (.4); draft same (.5).
7/27/17	Allyson Smith	1.50	Draft Canales employment agreement motion (1.4); correspond with T. Bow re same (.1).
7/27/17	Timothy Bow	1.20	Conference with A. Smith re employment agreement motion (.1); review and revise same (1.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/28/17	Allyson Smith	1.20	Telephone conference with Company and T. Bow re employment agreement motion (.4); review, revise re same (.8).
7/28/17	Timothy Bow	.60	Telephone conference with Company re employment agreement issues (.4); review and analyze issues re same (.2).
7/30/17	Allyson Smith	.50	Revise employment agreement motion.
7/31/17	Allyson Smith	2.20	Research and revise employment agreement motion.
7/31/17	Timothy Bow	2.00	Review and revise employment agreement motion (1.8); review and analyze same (.1); correspond with A. Smith re same (.1).
7/31/17	Tatum Ji	.50	Review employment tax issue re severance payments (.4); draft correspondence to T. Davis re same (.1).
		84.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164552
Client Matter: 42462-15

In the matter of Executory Contracts, Unexpired Leases

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 38,481.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 38,481.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	10.20	835.00	8,517.00
Matthew Fagen	18.90	955.00	18,049.50
Ciara Foster	2.30	645.00	1,483.50
Sydney V Jones	3.00	725.00	2,175.00
Michelle Kilkenney, P.C.	1.20	1,225.00	1,470.00
Laura Krucks	1.40	835.00	1,169.00
Maureen McCarthy	.50	390.00	195.00
Gerardo Mijares-Shafai	3.60	735.00	2,646.00
John Peterson	.80	645.00	516.00
Steven Serajeddini	1.90	1,035.00	1,966.50
Sharad Thaper	.40	735.00	294.00
TOTALS	44.20		\$ 38,481.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/03/17	Gerardo Mijares-Shafai	3.60	Review and summarize objections filed to store closing and 365(d)(4) motions (3.0); correspond with K&E team re same (.6).
7/03/17	Timothy Bow	.80	Correspond and telephone conferences with landlords re store closing issues.
7/03/17	Matthew Fagen	.90	Review and analyze objections re 365(d)(4) motion (.6); correspond with K&E team re same (.3).
7/05/17	Timothy Bow	.60	Review and revise store closing order (.4); conference with M. Fagen re same (.1); correspond with counsel for landlord re same (.1).
7/06/17	Maureen McCarthy	.50	Prepare binder re objections to store closing motion.
7/07/17	Michelle Kilkenney, P.C.	1.20	Prepare for and conference with S. Ware, M. Fagen, and S. Serajiddini re store closing matters.
7/07/17	Timothy Bow	.20	Telephone conference with J. West re 365(d)(4) issue.
7/07/17	Ciara Foster	1.80	Review objection re 365(d)(4) motion (.3); draft reply to same (1.5).
7/09/17	Laura Krucks	1.40	Participate in telephone conference re store closing list.
7/09/17	Sydney V Jones	3.00	Research state laws re separation and release agreements.
7/10/17	Ciara Foster	.50	Review and revise notice for store closing final order (.3); office conference with M. Fagen re same (.2).
7/13/17	Sharad Thaper	.40	Correspond with K&E team re unexpired leases.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Matthew Fagen	2.60	Correspond with Company re lease issues (.4); telephone conference with Company re same (.8); review and revise lease assumption amendments (1.4).
7/17/17	Matthew Fagen	1.90	Correspond re assumptions and rejections (.4); analyze timing of same (.3); review and revise draft lease amendments (1.2).
7/19/17	Matthew Fagen	2.40	Telephone conference with AlixPartners and Company re leases (.4); review and analyze same (.9); telephone conference re lease issue (.4); analyze docs re same (.3); telephone conference re lease and related issues (.4).
7/20/17	Matthew Fagen	2.20	Review lease analysis (.4); review specific lease amendments (.8); telephone conference with T. Grossman re leases and store closings (.6); correspond with same re same (.4).
7/21/17	Steven Serajeddini	1.90	Correspond with K&E team, opposing counsel re lease issues (.9); review and analyze same (1.0).
7/22/17	Matthew Fagen	.70	Correspond re leases and interaction with store closing sales.
7/23/17	Timothy Bow	.40	Correspond with AlixPartners, Company re lease, store closing issues.
7/25/17	Timothy Bow	2.80	Telephone conference with K&E team, Company and AlixPartners re lease issues (.7); draft letter agreement re leases (1.3); review and revise lease amendments (.8).
7/25/17	Matthew Fagen	2.90	Telephone conference re leases (.4); analyze issues re same (.9); review and revise same (1.6).
7/26/17	Timothy Bow	.40	Correspond with AlixPartners, K&E team re lease rejection issues (.2); review and revise lease amendment (.2).
7/26/17	Matthew Fagen	1.40	Review and revise draft lease amendments.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/27/17	Timothy Bow	3.40	Review and analyze lease letter agreements (1.4); correspond with A&G re same (.1); telephone conference with S. Chen re lease amendment (.1); telephone conference with S. Ciancanelli re lease letter agreements (.1); review and analyze store closing lease issue (.9); conference with M. Fagen re same (.1); telephone conference with Company, AlixPartners and A&G re lease issues (.7).
7/27/17	Matthew Fagen	2.10	Telephone conference re leases (.5); analyze issues re same (.4); telephone conference re assignments (.3); review and analyze same (.9).
7/28/17	John Peterson	.80	Review landlord unsecured claims objection on docket (.5); correspond with K&E team re same (.3).
7/28/17	Timothy Bow	1.10	Review and analyze lease issues (.8); correspond with K&E team, Company and A&G re same (.3).
7/31/17	Timothy Bow	.50	Review and analyze lease letter agreements.
7/31/17	Matthew Fagen	1.80	Review and analyze draft lease amendment documents (1.4); correspondence re same (.4).
		44.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164553
Client Matter: 42462-16

In the matter of Fees, Employment Application & Objection

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 47,711.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 47,711.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	.40	240.00	96.00
Timothy Bow	2.50	835.00	2,087.50
Matthew Fagen	2.70	955.00	2,578.50
Jaimeson Fedell	1.70	735.00	1,249.50
Ciara Foster	15.70	645.00	10,126.50
Julia Foster	1.40	240.00	336.00
Garry Hartlieb	1.80	735.00	1,323.00
Laura Krucks	15.90	835.00	13,276.50
Maureen McCarthy	3.30	390.00	1,287.00
Gerardo Mijares-Shafai	4.50	735.00	3,307.50
John Peterson	4.10	645.00	2,644.50
Allyson Smith	2.10	645.00	1,354.50
Sharad Thaper	3.20	735.00	2,352.00
Ben Tyson	3.30	865.00	2,854.50
Patrick Venter	4.40	645.00	2,838.00
TOTALS	67.00		\$ 47,711.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/03/17	Laura Krucks	1.00	Prepare for and attend telephone conference with U.S. Trustee re retention applications.
7/05/17	Patrick Venter	.40	Review U.S. Trustee comments (.2); correspond with T. Bow, Siegfried re same (.2).
7/05/17	Gerardo Mijares-Shafai	1.30	Draft correspondence re U.S. Trustee revisions for KPMG and APS retention applications (1.1); correspond with K&E team re same (.2).
7/05/17	Laura Krucks	2.80	Review and revise retention applications.
7/05/17	Timothy Bow	.40	Prepare for and attend telephone conference with U.S. Trustee re retention applications.
7/05/17	Ciara Foster	1.60	Review and revise retention orders (1.0); correspond with K&E team re same (.3); correspond with other professionals re same (.3).
7/06/17	Allyson Smith	.80	Revise final KPMG retention order.
7/06/17	Gerardo Mijares-Shafai	1.00	Revise Munger Tolles retention order per U.S. Trustee comments (.2); correspond with Munger Tolles re same (.1); revise CRO order and draft correspondence to U.S. Trustee re same (.7).
7/06/17	Timothy Bow	.20	Correspond with MTO re retention application.
7/06/17	Ciara Foster	1.10	Correspond with T. Bow and A&G re retention order (.5); correspond with U.S. Trustee re same (.2); review and revise prime clerk retention application (.3); correspond with T. Bow re same (.1).
7/06/17	Jaimeson Fedell	.80	Review and revise K&E retention application order.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Matthew Fagen	.80	Correspond with U.S. Trustee re comments to retention applications (.4); diligence re foregoing (.4).
7/07/17	Ben Tyson	.10	Telephone conference with K&E team to discuss U.S. Trustee objection to professional fees.
7/07/17	Allyson Smith	.30	Review and revise KPMG retention application order and circulate re same.
7/07/17	Gerardo Mijares-Shafai	.40	Correspond with U.S. Trustee and Alix re APS retention order.
7/07/17	Laura Krucks	2.10	Review and revise orders re retention applications.
7/07/17	Timothy Bow	.30	Review and analyze Prime Clerk retention (.1); correspond with U.S. Trustee re same (.1); correspond with C. Foster re A&G retention order (.1).
7/07/17	Ciara Foster	.40	Correspond with A&G, U.S. Trustee and T. Bow re retention order.
7/08/17	Timothy Bow	.90	Conferences with K&E team re U.S. Trustee retention application objections and resolutions.
7/09/17	Allyson Smith	.50	Draft talking points re retention application for second day hearing.
7/09/17	Gerardo Mijares-Shafai	.30	Correspond with K&E team re CRO retention application (.2); correspond with C. Foster re talking points for same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Maureen McCarthy	2.70	Finalize and prepare filing re revised proposed order and redline re Siegfried Group LLP retention order (.4); finalize and prepare filing re revised proposed order and redline re Lazard Freres & Co. LLC retention order (.4); finalize and prepare filing re revised proposed order and redline re A&G Realty Partners, LLC retention order (.4); finalize and prepare filing re revised proposed order and redline re K&E retention order (.6); finalize and prepare filing re revised proposed order and redline re Prime Clerk retention order (.5); finalize and prepare filing re revised proposed order and redline re AP Services retention order (.4).
7/10/17	Patrick Venter	1.60	Review U.S. Trustee comments to Siegfried retention order (.3); correspond with T. Bow, Siegfried re same (.8); revise retention order (.5).
7/10/17	Ciara Foster	1.20	Revise and review final interim comp order (.3); revise and review final ordinary course professional order (.3); review and revise A&G retention order (.3); review and revise prime clerk retention (.3).
7/11/17	Patrick Venter	.20	Correspond with C. Foster re procedures for invoice review.
7/11/17	Ciara Foster	.90	Correspond with K&E team re invoice review (.2); correspond with P. Venter re same (.2); review invoices for June (.5).
7/12/17	John Peterson	1.80	Review June invoices.
7/12/17	Patrick Venter	.50	Review and revise invoices re privileged and confidential information.
7/12/17	Gerardo Mijares-Shafai	.30	Revise June invoice in accordance with U.S. Trustee guidelines and local rules.
7/12/17	Laura Krucks	3.10	Review and analyze issues re ordinary course professionals and retention.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	Ciara Foster	.40	Participate in telephone conference re interested parties list with K&E team and Company (.2); correspond with AlixPartners re weekly fee report (.2).
7/12/17	Ciara Foster	1.80	Review and revise invoices (1.5); correspond with K&E team re same (.3).
7/12/17	Jaimeson Fedell	.50	Review, revise June invoices.
7/12/17	Matthew Fagen	.50	Correspond re ordinary course professionals.
7/13/17	Patrick Venter	.30	Correspond with Siegfried re interim compensation order procedures.
7/13/17	Gerardo Mijares-Shafai	.30	Review and revise June invoices in accordance with U.S. Trustee guidelines and local rules.
7/13/17	Sharad Thaper	2.50	Review and revise invoices re compliance with U.S. Trustee guidelines.
7/13/17	Laura Krucks	1.10	Review and revise declarations of disinterestedness (.7); correspond with professionals re same (.4).
7/13/17	Ciara Foster	1.70	Review and revise invoices for June (1.5); correspond with billing department re same (.2).
7/14/17	Laura Krucks	1.20	Review and revise declarations of disinterestedness (.7); correspond with Company and professionals re same (.5).
7/14/17	Ciara Foster	.40	Correspond with K&E team and Alix team re supplemental declaration for Alix retention (.3); correspond with Kutak re filing (.1).
7/17/17	Ryan Besaw	.20	Search and distribute K&E fee application precedent.
7/17/17	Garry Hartlieb	.60	Review and revise K&E invoice filings for compliance with U.S. Trustee guidelines (.4); correspond with K&E team re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Ciara Foster	.70	Correspond with billing department re round two invoices (.2); correspond with K&E team re same (.5).
7/18/17	John Peterson	.80	Review and revise June invoices for compliance with U.S. Trustee guidelines.
7/18/17	Allyson Smith	.50	Review invoices for compliance with US Trustee guidelines, confidentiality and privilege.
7/18/17	Patrick Venter	.60	Review and revise invoices for privileged and confidential information.
7/18/17	Gerardo Mijares-Shafai	.40	Review and revise June invoice in accordance with U.S. Trustee guidelines and local rules.
7/18/17	Sharad Thaper	.70	Review and revise invoice re compliance with U.S. Trustee guidelines.
7/18/17	Garry Hartlieb	.10	Review and revise K&E fee application and correspond with billing team re same.
7/18/17	Ciara Foster	.90	Review and revise June invoices to ensure compliance with U.S. Trustee guidelines (.5); correspond with K&E team re same (.3); telephone conference with T. Bow re same (.1).
7/19/17	Laura Krucks	.20	Coordinate with company re OCP.
7/19/17	Ciara Foster	1.00	Review and analyze declarations of disinterestedness (.5); update chart re same (.3); correspond with L. Krucks re same (.2).
7/20/17	Maureen McCarthy	.60	Revise and revise OCP declaration of disinterestedness.
7/20/17	Ben Tyson	3.20	Review and research objections on debt buyback in disclosure statement.
7/20/17	Gerardo Mijares-Shafai	.50	Review and revise June invoice in accordance with U.S. Trustee guidelines and local rules.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	Ciara Foster	.60	Assign invoice review matter numbers to K&E team (.4); correspond with same re same (.2).
7/21/17	Patrick Venter	.20	Review and revise invoices re privileged and confidential information.
7/21/17	Ryan Besaw	.20	Draft chart of retained professionals.
7/21/17	Ciara Foster	1.00	Telephone conference with M. McCarthy re retention orders (.2); correspond with professionals re same (.1); correspond with K&E team re same (.2); analyze declaration of disinterestedness (.3); correspond with L. Krucks re same (.2).
7/21/17	Ciara Foster	1.00	Review June invoices for compliance with U.S. Trustee guidelines (.9); correspond with billing department re same (.1).
7/22/17	Patrick Venter	.60	Review and revise invoices re privileged and confidential information.
7/23/17	Garry Hartlieb	1.10	Review K&E fee application for submission for compliance with U.S. Trustee guidelines.
7/23/17	Ciara Foster	1.00	Review and revise June invoices.
7/24/17	John Peterson	.50	Review and revise June invoices.
7/24/17	John Peterson	.60	Review docket for OCP objections (.5); correspond with L. Krucks re same (.1).
7/24/17	Laura Krucks	.80	Review and revise declarations of disinterestedness of ordinary course professionals.
7/24/17	Jaimeson Fedell	.40	Review and revise June invoices.
7/25/17	Laura Krucks	2.30	Coordinate with company re amended ordinary course professionals list and analyze issues same (.5); review declarations (1.5); correspond with professionals re same (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/25/17	Matthew Fagen	.70	Review and analyze June invoices re privilege and compliance with rules/guidelines.
7/26/17	John Peterson	.20	Review and revise list of OCP disinterested notices filed on docket (.1); correspond with L. Krucks re same (.1).
7/26/17	Laura Krucks	.90	Review and analyze OCP issues.
7/26/17	Matthew Fagen	.40	Review and analyze fee applications of other professionals.
7/28/17	Julia Foster	1.40	Research precedent re Deloitte retention applications for attorney review (.3); create template of Deloitte retention application for attorney review (1.1).
7/30/17	John Peterson	.20	Review docket and revise list of disinterested declaration objections (.1); correspond with L. Krucks re same (.1).
7/31/17	Laura Krucks	.40	Telephone conference re Deloitte retention application.
7/31/17	Timothy Bow	.70	Review and analyze AlixPartners fee statement (.4); conference with M. Fagen re same (.1); correspond with J. Williams re same (.1); correspond with AlixPartners counsel re same (.1).
7/31/17	Matthew Fagen	.30	Telephone conference re Deloitte engagement.
		67.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164554
Client Matter: 42462-17

In the matter of Hearings

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 107,163.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 107,163.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	.80	240.00	192.00
Gabor Balassa, P.C.	3.00	1,325.00	3,975.00
Ryan Besaw	17.80	240.00	4,272.00
Timothy Bow	9.60	835.00	8,016.00
Matthew Fagen	25.40	955.00	24,257.00
Jaimeson Fedell	1.00	735.00	735.00
Ciara Foster	15.60	645.00	10,062.00
Julia Foster	7.00	240.00	1,680.00
Garry Hartlieb	4.60	735.00	3,381.00
Laura Krucks	10.00	835.00	8,350.00
Maureen McCarthy	22.30	390.00	8,697.00
John Peterson	.10	645.00	64.50
Martin L Roth	5.00	1,025.00	5,125.00
Steven Serajeddini	11.60	1,035.00	12,006.00
Joshua A Sussberg, P.C.	8.50	1,165.00	9,902.50
Sharad Thaper	2.30	735.00	1,690.50
Ben Tyson	3.10	865.00	2,681.50
Daniel J Varn	4.10	240.00	984.00
Gary M Vogt	2.80	390.00	1,092.00
TOTALS	154.60		\$ 107,163.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/03/17	Maureen McCarthy	3.20	Review and revise July 11 hearing agenda (1.2); draft notices of revised proposed final order in preparation of same (1.2); distribute recently filed objections to first day motions re same (.8).
7/03/17	Garry Hartlieb	.80	Update second day hearing objection tracker and correspond with K&E team re same.
7/03/17	Matthew Fagen	.90	Telephone conference with K&E team re work in process (.4); review status of work in process (.5).
7/04/17	Maureen McCarthy	2.20	Review and revise July 11 hearing agenda.
7/04/17	Martin L Roth	.20	Analyze correspondence re second day hearing issues.
7/05/17	Martin L Roth	3.30	Telephone conference with counsel for independent committee re unsecured creditors committee request (1.2); correspond with G. Balassa and S. Lerner re second day hearing issues and DIP objections (.5); review objections (.6); telephone conference with counsel for unsecured committee re objections (1.0).
7/05/17	John Peterson	.10	Telephone conference re second day hearing with K&E team.
7/06/17	Maureen McCarthy	1.00	Review and revise July 11 hearing agenda.
7/06/17	Martin L Roth	.50	Discuss potential second day hearing issues (.3); review precedent re same (.2).
7/06/17	Daniel J Varn	2.30	Review and edit hearing agenda for attorney review (1.5); update second day hearing objection tracker re new objection information and circulate same (.8).
7/06/17	Ryan Besaw	1.10	Prepare and ship agenda items re second day hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Maureen McCarthy	3.20	Review and revise and finalize July 11 hearing agenda (2.6); prepare hearing materials re same (.6).
7/07/17	Martin L Roth	.50	Correspond with K&E team re potential second day issues (.3); review objections re same (.2).
7/07/17	Ryan Besaw	.40	Review and revise second day hearing agenda.
7/07/17	Ciara Foster	2.50	Draft talking points for second day hearing for interim compensation motion, OCP motion, bar date motion, 365(d)(4) motion, and retention applications.
7/08/17	Maureen McCarthy	.50	Review and revise notices of revised proposed orders re second day hearing.
7/08/17	Martin L Roth	.50	Correspond with bankruptcy team and G. Balassa re second day hearing issues and declarations in support of same.
7/08/17	Ben Tyson	.20	Telephone conference with bankruptcy team re hearing preparation (.1); circulate notes on meeting to team (.1).
7/08/17	Garry Hartlieb	.30	Telephone conference re hearing preparation for second day hearing and follow-up re same.
7/08/17	Matthew Fagen	.20	Telephone conference with K&E team re hearing preparation for second day hearing.
7/09/17	Maureen McCarthy	.40	Prepare hearing materials re July 11 hearing.
7/09/17	Ciara Foster	1.10	Draft talking points for second day hearing (1.0); correspond with K&E team re same (.1).
7/10/17	Gary M Vogt	2.80	Compile and organize materials re July 11 hearing preparation.
7/10/17	Maureen McCarthy	1.20	Review and revise July 11 hearing agenda.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Joshua A Sussberg, P.C.	1.20	Telephonic conference with K&E team (.2); prepare for hearing and correspond re same (1.0).
7/10/17	Ben Tyson	.80	Assemble pleadings for July 11 hearing.
7/10/17	Julia Foster	6.40	Assist with second day hearing preparation (4.9); update amended agenda re same (1.5).
7/10/17	Sharad Thaper	2.30	Draft talking points for second day hearing.
7/10/17	Laura Krucks	6.40	Prepare for second day hearing.
7/10/17	Anthony C Abate	.80	Prepare filing versions of second day pleadings.
7/10/17	Timothy Bow	6.90	Prepare for second day hearing (3.8); review and revise first day orders (1.5); prepare same for filing (1.6).
7/10/17	Timothy Bow	.60	Telephone conferences with landlords re resolving various second day issues.
7/10/17	Ryan Besaw	11.10	Review and revise proposed orders (3.8); prepare supplies and reference materials re second day hearing (6.9); correspond with K&E team re same (.4).
7/10/17	Ciara Foster	3.50	Review and revise talking points for second day hearing.
7/10/17	Jaimeson Fedell	1.00	Prepare redlines of second day orders in preparation for filing notices (.8); telephone conferences and correspond with G. Mijares and L. Krucks re same (.2).
7/10/17	Matthew Fagen	15.20	Prepare for second day hearing (8.5); review and finalize proposed orders (3.5); file revised proposed orders (3.2).
7/11/17	Gabor Balassa, P.C.	1.60	Attend second-day hearing and follow-up with J. Mesterharm re same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Gabor Balassa, P.C.	1.20	Prepare for hearing and correspond with C. Tempke and B. Tyson re same.
7/11/17	Maureen McCarthy	4.40	Revise and finalize July 11 hearing agenda (1.6); finalize hearing materials re same (1.8); attend second day hearing (1.0).
7/11/17	Maureen McCarthy	2.50	Prepare all second day orders for uploading to court website.
7/11/17	Joshua A Sussberg, P.C.	1.20	Participate telephonically in second day hearing (1.0); correspond re same with K&E team and K. MacMillian (.2).
7/11/17	Steven Serajeddini	4.90	Prepare for and attend second day hearing.
7/11/17	Ben Tyson	.80	Attend witness preparation of C. Tempke (.5); prepare for second day hearing (.3).
7/11/17	Ben Tyson	1.30	Attend second day hearing.
7/11/17	Julia Foster	.60	Pull recent filings re second day hearing.
7/11/17	Laura Krucks	1.00	Attend second day hearing.
7/11/17	Daniel J Varn	.80	Compile newly filed orders and circulate same (.3); compose daily docket report and update DMS files re new pleadings (.5).
7/11/17	Daniel J Varn	1.00	Compile newly entered orders and circulate (.5); update DMS files re new orders (.5).
7/11/17	Timothy Bow	2.10	Prepare for second day hearing (1.1); attend same (1.0).
7/11/17	Ryan Besaw	5.20	Prepare supplies and reference materials re second day hearing (4.3); attend and assist with same (.9).
7/11/17	Garry Hartlieb	1.40	Attend second day hearing.
7/11/17	Ciara Foster	1.50	Prepare talking points for second day hearing (.5); attend second day hearing (1.0).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Matthew Fagen	4.70	Prepare for second day hearing (3.0); participate in same (1.3); correspond with K&E team re proposed orders (.4).
7/12/17	Joshua A Sussberg, P.C.	.30	Correspond with K&E team re second day hearing status and telephone conferences re same.
7/19/17	Garry Hartlieb	.60	Correspond with M. Fagen, L. Krucks, N. Krislov re disclosure statement hearing.
7/20/17	Maureen McCarthy	1.20	Review and revise July 24 hearing agenda.
7/21/17	Maureen McCarthy	1.50	Review and revise July 24 hearing agenda.
7/23/17	Ciara Foster	4.00	Prepare for second day hearing (3.5); office conference with K&E team re same (.5).
7/24/17	Gabor Balassa, P.C.	.20	Review materials re disclosure statement hearing.
7/24/17	Maureen McCarthy	1.00	Attend disclosure statement hearing.
7/24/17	Joshua A Sussberg, P.C.	5.80	Prepare for and attend disclosure statement hearing (4.5); telephone conference with A. Sathy re same (.5); telephone conference with S. Serajeddini re same (.8).
7/24/17	Steven Serajeddini	6.70	Prepare for and attend disclosure statement hearing.
7/24/17	Laura Krucks	2.60	Prepare for disclosure statement hearing (1.6); attend same (1.0).
7/24/17	Garry Hartlieb	1.50	Attend disclosure statement hearing.
7/24/17	Ciara Foster	3.00	Prepare for disclosure statement hearing (2.0); attend same (1.0).
7/24/17	Matthew Fagen	4.40	Prepare for disclosure statement hearing (2.5); attend same (.8); follow up re same on order and solicitation (1.1).
		154.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164555
Client Matter: 42462-18

In the matter of Insurance

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 3,861.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>\$.00</u>
Total legal services rendered and expenses incurred	\$ 3,861.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	.70	835.00	584.50
Jaimeson Fedell	1.00	735.00	735.00
Ciara Foster	.80	645.00	516.00
Garry Hartlieb	.40	735.00	294.00
Maureen McCarthy	3.40	390.00	1,326.00
William T Pruitt	.40	1,015.00	406.00
TOTALS	6.70		\$ 3,861.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Timothy Bow	.20	Correspond with counsel to counterparty re insurance issues (.1); correspond with S. Serajeddini re same (.1).
7/06/17	Maureen McCarthy	.60	Finalize and prepare for filing the declaration of J. Mesterharm in support of insurance assumption motion.
7/06/17	Jaimeson Fedell	1.00	Review and revise declaration in support of insurance assumption motion in preparation for filing (.9) correspond with K&E team re same (.1).
7/10/17	Maureen McCarthy	.90	Finalize and prepare for filing the revised proposed order and redline of the final insurance order.
7/10/17	Garry Hartlieb	.40	Correspond with T. Bow re insurance final order (.2); correspond with J. Ivester and A. Smith re surety bond inquiry (.2).
7/16/17	Maureen McCarthy	.50	Draft notice of filing of revised exhibit to insurance assumption motion.
7/17/17	Maureen McCarthy	.30	Revise notice of filing of revised exhibit re insurance assumption motion.
7/18/17	Timothy Bow	.40	Telephone conference with Company re insurance issues.
7/19/17	Timothy Bow	.10	Correspond with S. Serajeddini re insurance notice of filing.
7/20/17	Maureen McCarthy	.70	Prepare and finalize revised exhibit to the insurance assumption motion for filing.
7/21/17	Ciara Foster	.80	Talking points re insurance motion.
7/24/17	William T Pruitt	.40	Analysis re T. Bow correspondence re insurance issues (.2); analysis re Lockton agreement (.1); correspond with T. Bow re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/24/17	Maureen McCarthy	.40	Prepare insurance assumption motion order for uploading to court's website.
		6.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164556
Client Matter: 42462-19

In the matter of Non-Working Travel Time

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 65,171.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 65,171.50

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

19 - Non-Working Travel Time

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	2.70	1,325.00	3,577.50
Ryan Besaw	6.10	240.00	1,464.00
Timothy Bow	4.70	835.00	3,924.50
Matthew Fagen	8.60	955.00	8,213.00
Ciara Foster	11.20	645.00	7,224.00
Garry Hartlieb	7.80	735.00	5,733.00
Laura Krucks	8.00	835.00	6,680.00
Maureen McCarthy	11.50	390.00	4,485.00
Steven Serajeddini	8.50	1,035.00	8,797.50
Joshua A Sussberg, P.C.	9.30	1,165.00	10,834.50
Ben Tyson	4.90	865.00	4,238.50
TOTALS	83.30		\$ 65,171.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Joshua A Sussberg, P.C.	2.00	Travel from New York, NY to San Francisco, CA for Creditors' Committee meeting (billed at half time).
7/06/17	Joshua A Sussberg, P.C.	1.40	Travel from San Francisco, CA to Richmond, VA re second day hearing (billed at half time).
7/10/17	Gabor Balassa, P.C.	1.30	Travel from Chicago, IL to Richmond, VA re second day hearing (billed at half time).
7/10/17	Maureen McCarthy	3.10	Travel from Chicago, IL to Richmond, VA re second day hearing (billed at half time).
7/10/17	Joshua A Sussberg, P.C.	3.00	Travel from New York, NY to Richmond, VA re second day hearing including delay (billed at half time).
7/10/17	Steven Serajeddini	1.70	Travel from Chicago, IL to Richmond, VA re second day hearing (billed at half time).
7/10/17	Ben Tyson	1.00	Travel from Chicago, IL to Richmond, VA re July 11 hearing (billed at half time).
7/10/17	Ben Tyson	1.00	Travel from Chicago, IL to Richmond, VA re July 11 hearing (billed at half time).
7/10/17	Laura Krucks	1.90	Travel from Chicago, IL to Richmond, VA re second day hearing (billed at half time).
7/10/17	Timothy Bow	2.50	Travel from Chicago, IL to Richmond, VA (delayed) re second day hearing (billed at half time).
7/10/17	Ryan Besaw	3.20	Travel from Chicago, IL to Richmond, VA re second day hearing (billed at half time).
7/10/17	Garry Hartlieb	1.50	Travel from Chicago, IL to Richmond, VA re second day hearing (billed at half time).
7/10/17	Ciara Foster	2.00	Travel from Boston, MA to Richmond, VA re second day hearing (billed at half time).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Matthew Fagen	1.70	Travel from New York, NY to Richmond, VA re second day hearing (billed at half time).
7/11/17	Gabor Balassa, P.C.	1.40	Travel from Richmond, VA to Chicago, IL re second-day hearing (billed at half time).
7/11/17	Maureen McCarthy	2.90	Transport materials to and from second day hearing (.5) (billed at half time); travel from Richmond, VA to Chicago, IL re second day hearing (2.4) (billed at half time).
7/11/17	Steven Serajeddini	1.50	Travel from Richmond, VA to New York, NY re second day hearing (billed at half time).
7/11/17	Ben Tyson	2.90	Travel from Richmond, VA to Chicago, IL re second day hearing (billed at half time).
7/11/17	Laura Krucks	2.10	Travel from Richmond, VA to Chicago, IL re second day hearing (billed at half time).
7/11/17	Timothy Bow	2.20	Travel from Richmond, VA to Chicago, IL re second day hearing (billed at half time).
7/11/17	Ryan Besaw	2.90	Transport materials to and from second day hearing (.3) (billed at half time); travel from Richmond, VA to Chicago, IL re second day hearing (2.6) (billed at half time).
7/11/17	Garry Hartlieb	1.50	Travel from hotel to local office and local office to court (.2) (billed at half time); travel from court to local office (.1) (billed at half time); travel from local office to airport (.4) (billed at half time); travel from Richmond, VA to Chicago, IL re second day hearing (.8) (billed at half time).
7/11/17	Ciara Foster	4.20	Travel from Richmond, VA to New York, NY re second day hearing (billed at half time).
7/11/17	Matthew Fagen	2.20	Travel from Richmond, VA to New York, NY re second day hearing (billed at half time).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/23/17	Maureen McCarthy	2.50	Travel from Chicago, IL to Richmond, VA re disclosure statement hearing (billed at half time).
7/23/17	Joshua A Sussberg, P.C.	1.40	Travel from New York, NY to Richmond, VA re second day hearing (billed at half time).
7/23/17	Steven Serajeddini	2.90	Travel from New York, NY to Richmond, VA re disclosure statement hearing (billed at half time).
7/23/17	Laura Krucks	2.00	Travel from Chicago, IL to Richmond, VA re disclosure statement hearing (billed at half time).
7/23/17	Garry Hartlieb	2.20	Travel from Chicago, IL to Richmond, VA re disclosure statement hearing (billed at half time).
7/23/17	Ciara Foster	2.00	Travel from New York, NY to Richmond, VA re second day hearing (billed at half time).
7/23/17	Matthew Fagen	2.90	Travel from New York, NY to Richmond, VA re disclosure statement hearing (billed at half time).
7/24/17	Maureen McCarthy	3.00	Travel from Richmond, VA to Chicago, IL re disclosure statement hearing (2.5) (billed at half time); travel to and from court re disclosure statement hearing (.5) (billed at half time).
7/24/17	Joshua A Sussberg, P.C.	1.50	Travel from Richmond, VA to New York, NY re disclosure statement hearing (billed at half time).
7/24/17	Steven Serajeddini	2.40	Travel from Richmond, VA to Chicago, IL re disclosure statement hearing (billed at half time).
7/24/17	Laura Krucks	2.00	Travel from Richmond, VA to Chicago, IL re disclosure statement hearing (billed at half time).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/24/17	Garry Hartlieb	2.60	Travel from Richmond, VA to Chicago, IL re disclosure statement hearing (billed at half time).
7/24/17	Ciara Foster	3.00	Travel from Richmond, VA to New York, NY re disclosure statement hearing (billed at half time).
7/24/17	Matthew Fagen	1.80	Travel from Richmond, VA to New York, NY re disclosure statement hearing (billed at half time).
		83.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164558
Client Matter: 42462-21

In the matter of Schedules and SOFAs

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 9,140.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 9,140.00

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

21 - Schedules and SOFAs

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	6.00	835.00	5,010.00
Matthew Fagen	3.80	955.00	3,629.00
Laura Krucks	.60	835.00	501.00
TOTALS	10.40		\$ 9,140.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/03/17	Matthew Fagen	2.50	Analyze draft schedules and SOFAs (1.4); review and respond to questions re same (.7); correspond with K&E team re same (.4).
7/05/17	Timothy Bow	.50	Telephone conference with AlixPartners and K&E teams re schedules and SOFAs.
7/05/17	Matthew Fagen	1.30	Telephone conference with AlixPartners team re schedules and SOFAs (.5); review and analyze precedent re same (.4); review and analyze issues re same (.4).
7/13/17	Laura Krucks	.60	Telephone conference re schedules and statements with AlixPartners and K&E teams.
7/17/17	Timothy Bow	5.20	Review and revise schedules and SOFAs (3.8); review and analyze precedent re same (.9); correspond with AlixPartners team re same (.5).
7/31/17	Timothy Bow	.30	Review and analyze MOR.
		10.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164559
Client Matter: 42462-22

In the matter of Tax Issues

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 32,403.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 32,403.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	.20	835.00	167.00
Thad Davis	24.00	1,125.00	27,000.00
Gerardo Mijares-Shafai	.70	735.00	514.50
Alison A Skaife	3.50	965.00	3,377.50
Ben Tyson	.60	865.00	519.00
Factual Research	2.50	330.00	825.00
TOTALS	31.50		\$ 32,403.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Thad Davis	.80	Review tax analysis (.4); draft correspondence re same (.4).
7/06/17	Thad Davis	.40	Telephone conference with Munger Tolles re tax analysis.
7/07/17	Factual Research	2.50	Research and summarize unified loss rule and worthless stock.
7/10/17	Thad Davis	1.30	Telephone conference with Munger Tolles re tax issues (.9); review slides re same (.2); telephone conference with J. Sussberg re same (.2).
7/11/17	Thad Davis	.90	Telephone conference with client re estimated tax payments (.3); draft correspondence re same (.6).
7/12/17	Thad Davis	3.20	Telephone conference with KPMG re KPMG tax analysis (1.2); telephone conference with H. Hesse and KPMG re same (1.0); draft correspondence re same (.4); review slides re same (.6).
7/13/17	Thad Davis	.80	Telephone conference with Munger Tolles and KPMG re KPMG tax analysis.
7/13/17	Alison A Skaife	.40	Attend telephone conference re structure options.
7/14/17	Thad Davis	.80	Review and revise disclosure statement re tax issues.
7/16/17	Thad Davis	1.30	Review and revise disclosure statement re tax issues.
7/17/17	Thad Davis	5.70	Telephone conference with KPMG re tax analysis (.8); telephone conferences with Munger Tolles re same (1.6); review and revise same (1.5); telephone conference with S. Lerner and K&E team re same (.7); review and revise disclosure statement (1.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Ben Tyson	.60	Attend telephone conference re tax issues in restructuring.
7/18/17	Thad Davis	1.20	Telephone conference with Munger Tolles re tax model (.8); review same (.4).
7/18/17	Timothy Bow	.20	Telephone conference with Arizona taxing authority re prior years' returns.
7/19/17	Thad Davis	.80	Office conference with A. Skaife and G. Bridwell re transaction steps (.4); draft correspondence re same (.4).
7/19/17	Alison A Skaife	1.20	Discuss structure with G. Bridwell.
7/20/17	Alison A Skaife	.20	Discuss structure with G. Bridwell.
7/21/17	Thad Davis	2.20	Review and revise tax section of disclosure statement (1.3); conference with A. Skaife re same (.2); telephone conference with M. Fagen re same (.2); draft correspondence re same (.5).
7/22/17	Thad Davis	.80	Review and revise slides for disclosure statement hearing.
7/25/17	Thad Davis	2.50	Review and analyze KPMG model (1.0); telephone conference with KPMG re same (.8); draft correspondence re same (.2); research same (.5).
7/26/17	Alison A Skaife	1.70	Revise and revise structure chart.
7/27/17	Thad Davis	.20	Review and revise structure slides.
7/27/17	Gerardo Mijares-Shafai	.40	Correspond and conference re tax payments (.3); correspond with AlixPartners re same (.1).
7/28/17	Thad Davis	.80	Telephone conference with Munger Tolles and KPMG re tax issues.
7/28/17	Gerardo Mijares-Shafai	.30	Conference re schedule of tax priority unsecured creditors.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/31/17	Thad Davis	.30	Draft correspondence re withholding (.2); office conference with A. Skaife re same (.1).
		31.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164561
Client Matter: 42462-24

In the matter of Use, Sale, Lease of Property

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 8,033.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 8,033.00

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

24 - Use, Sale, Lease of Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	4.50	835.00	3,757.50
Garry Hartlieb	5.40	735.00	3,969.00
Gerardo Mijares-Shafai	.10	735.00	73.50
Joshua A Sussberg, P.C.	.20	1,165.00	233.00
TOTALS	10.20		\$ 8,033.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/01/17	Garry Hartlieb	.50	Correspond with Company, and advisors re landlord inquiries (.2); review correspondence re same (.2) review correspondence re Oracle inquiry (.1).
7/02/17	Garry Hartlieb	.90	Research and correspond with Company counsel re POS inquiry (.2); telephone conferences with Oracle counsel re same (.2); correspond with Company re same (.2); correspond with K&E team re status and next steps (.3).
7/03/17	Joshua A Sussberg, P.C.	.20	Telephone conference with T. Bow re landlords and correspond re same, including objections.
7/03/17	Garry Hartlieb	1.90	Telephone conferences with Company counsel re objection and possible resolution (1.2); correspond with opposing counsel re same (.2); telephone conference with T. Bow re same (.1); correspond with S. Serajeddini re same (.2); telephone conference and correspond with S. Thaper re same (.2).
7/05/17	Timothy Bow	1.00	Conference with M. Fagen re landlord objections to 365(d)(4) motion (.2); telephone conference with landlord re same (.2); review and analyze issues re same (.1); telephone conference with counsel for landlords re store closing sales (.5).
7/05/17	Garry Hartlieb	.20	Telephone conference with M. Fagen re status of Oracle objection (.1); correspond with M. Fagen and advisors re open issues (.1).
7/06/17	Timothy Bow	1.60	Telephone conference with J. Ross, T. Grossman re store closing issues (.3); telephone conference with attorney for Simon re store closing objection (.3); telephone conferences with Company re discounting (1.0).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Garry Hartlieb	1.00	Correspond with Company and advisors re Oracle objection (.3); telephone conference with same re same (.2); telephone conference with Oracle counsel re settlement (.1); draft settlement language for Oracle and correspond with M. Fagen and Oracle counsel re same (.4).
7/08/17	Garry Hartlieb	.10	Correspond with Oracle counsel re settlement language.
7/09/17	Timothy Bow	1.40	Telephone conference with K&E team, AlixPartners team re store closings.
7/11/17	Timothy Bow	.10	Telephone conference with M. Naughton re reporting requirements.
7/17/17	Garry Hartlieb	.20	Telephone conference with M. Fagen and Oracle counsel re landlord issues.
7/20/17	Gerardo Mijares-Shafai	.10	Conference with landlord re payment of stub rent.
7/23/17	Garry Hartlieb	.60	Telephone conference with K&E team and opposing counsel landlord re issues for disclosure statement.
7/26/17	Timothy Bow	.40	Telephone conference with Company re store closing issues (.2); review and analyze same (.2).
		10.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164562
Client Matter: 42462-25

In the matter of Utilities

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 45,870.50

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 45,870.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	.80	835.00	668.00
Matthew Fagen	1.50	955.00	1,432.50
Garry Hartlieb	50.30	735.00	36,970.50
Maureen McCarthy	.40	390.00	156.00
John Peterson	10.30	645.00	6,643.50
TOTALS	63.30		\$ 45,870.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/02/17	Timothy Bow	.10	Correspond with G. Hartlieb re store closing utility issues.
7/04/17	Garry Hartlieb	1.40	Telephone conference with utility Company re service (.9); correspond with Prime Clerk and T. Bow re same (.3); telephone conference with store manager re same (.2).
7/05/17	Timothy Bow	.20	Conference with M. Fagen re utility order revisions (.1); review and revise same (.1).
7/05/17	Garry Hartlieb	9.40	Research utilities Company schedule and review store list (.3); telephone conference with utility provider (.3); telephone conference with utility provider and correspond re same (.5); additional telephone conferences with utility providers (.8); correspond with advisors re same (.2); telephone conference with M. Fagen re objections and utilities (.1); review and revise utilities order and correspond with T. Bow re same (.2); correspond with AlixPartners re store information (.2); telephone conference with utility provider re audit and rate change (.1); correspond with M. Fagen re utilities order (.1); telephone conferences and correspond with other utility companies and correspond with advisors and L. Hamilton re same (5.1); telephone conference with M. Fagen re Russell objection and correspond with same re same (1.5).
7/05/17	Matthew Fagen	.40	Analyze utility issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Garry Hartlieb	5.50	Correspond with opposing counsel re utility settlement (.2); correspond with AlixPartners team re utility objection resolution (.2); telephone conference with J. Ivester re same (.1); telephone conference with M. Fagen re same (.1); telephone conference with utility company and correspond with Company re same (.5); telephone conference with utility company re settlement (.2); telephone conference with and draft settlement language for adequate assurance request (.6); correspond with AlixPartners re feasibility of utility settlement (.4); review and revise settlement and correspond with opposing counsel re same (1.2); telephone conferences and correspond with M. Fagen re utility settlements (.3); correspond with counsel re utility shutoffs (.4); revise settlement (.6); review Company communication re utility requests (.7).
7/06/17	Matthew Fagen	.70	Conferences with G. Hartlieb re utilities (.4); review adequate assurance agreements (.3).
7/07/17	Garry Hartlieb	2.60	Correspond with R. Johnson re utilities settlement (.2); telephone conferences with same re same (.6); review settlement for the same (.5); telephone conference with M. Fagen re same (.1); telephone conference with utility provider (.2); correspond with M. Repko re shutoff procedures (.1); telephone conference and correspond with utility provider (.4); review status of various utility requests and correspond with AlixPartners and Company re same (.5).
7/09/17	Garry Hartlieb	1.20	Telephone conference and correspond with J. Ivester re utility settlements (.3); correspond with M. Fagen and T. Bow re Oracle settlement and store closing order and revise the same (.9).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Maureen McCarthy	.40	Finalize and prepare for filing the revised proposed order and redline re the final utilities order.
7/10/17	Garry Hartlieb	2.70	Telephone conference with utility provider re utilities questions (.2); correspond with same re same (.4); correspond with T. Bow re status of utilities order, redline the same, correspond with K&E team re status (.2); revise utilities order and correspond with T. Bow re same (.9); research store level contact information and telephone conferences re shutoffs (.5); revise utilities motion talking points for second day hearing and correspond with M. Fagen re same (.5).
7/11/17	Garry Hartlieb	3.20	Correspond with Company, K&E team, PrimeClerk re utility escalations (.4); telephone conferences with utility providers to restore service (1.8); telephone conference and correspond with J. Ivester re Canada utilities (.4); telephone conference with Canadian utility (.2); correspond with other Canadian utilities (.4).
7/12/17	Garry Hartlieb	1.00	Telephone conferences with Canadian utilities and correspond re same (.8); correspond with M. Fagen re settlement deposit (.1); telephone conference with Oracle and correspond with same and M. Fagen re landlord issue (.1).
7/12/17	Matthew Fagen	.40	Correspondence re utility providers.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Garry Hartlieb	2.40	Telephone conference with J. Ivester re adequate assurance settlement (.1); telephone conference with utility provider re adequate assurance (.2); research and correspond re same (.4); correspond with Canadian utilities(.2); telephone conference with L. Krucks re inquiry from Canadian counsel (.1); review adequate assurance requests and update AlixPartners on the same (.4); correspond and telephone conference with utility provider (.6); correspond with utility provider and AlixPartners re adequate assurance amount (.3); telephone conference with J. Ivester re deposits (.1).
7/14/17	Garry Hartlieb	2.90	Review adequate assurance requests and telephone conferences with utility providers re adequate assurance requests (2.1); correspond with same re same (.5); correspond with J. Ivester re status of the same (.3).
7/17/17	Garry Hartlieb	2.10	Review correspondence re adequate assurance request (.3); telephone conferences with utility provider (.3); correspond re same (.2); telephone conference with J. Ivester re utilities settlements (.1); telephone conferences with utilities and review adequate assurance request from the same (.2); review store closing statement and support to reconcile adequate assurance requests and correspond with AlixPartners team re same (.6); correspond with the counsel re utility deposits (.1); telephone conference with utility provider to restore telephone service and correspond with L. Hamilton and AlixPartners re same (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Garry Hartlieb	3.70	Telephone conferences with utility re payment and correspond with same re same (.2); correspond with Company, AlixPartners re same (.1); telephone conferences with E. Plotkin re landlord inquiry and store closing plans (.2); review and analyze adequate assurance request and correspond with PG&E re same (1.2); telephone conference with T. Bow re utilities (.1); correspond with AlixPartners, T. Bow re same (.2); review and analyze other open adequate assurance requests (1.7).
7/19/17	Garry Hartlieb	1.90	Telephone conference with utility providers re store closing and account transition (.2); telephone conferences utility provider re service and correspond with Company and AlixPartners re same (.8); correspond with utility provider re adequate assurance request (.1); correspond with J. Ivester, L. Hamilton re utility inquiries (.3); telephone conference and correspond with utility provider re inquiry (.1); review and analyze outstanding adequate assurance request status (.4).
7/20/17	Garry Hartlieb	1.00	Telephone conference with utility re adequate assurance request, and correspond with same re same (.2); correspond with AlixPartners, K&E team re same (.1); telephone conference with utility providers re inquiries (.1); telephone conferences and correspond with utility re invoices (.3); correspond with K&E team, AlixPartners, and Company re same (.1); correspond with T. Bow and S. Chen re landlord issue (.2).
7/24/17	Timothy Bow	.10	Correspond with G. Hartlieb, J. Peterson re utilities.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/24/17	Garry Hartlieb	1.10	Telephone conferences with various utility providers (.4); research re same (.2); correspond with J. Peterson and T. Bow re utility procedures (.2); review and analyze requests from the Company and AlixPartners re same (.3).
7/25/17	John Peterson	1.40	Telephone conference with multiple utilities providers regarding continuing service throughout case administration.
7/25/17	Garry Hartlieb	3.50	Correspond with J. Peterson re utility work streams (.4); correspond with C. Foster re utility contact inquiry (.1); research and analyze adequate assurance request (.3); review and analyze shutoff issue and telephone conference with City of Waco re same (.3); follow-up telephone conference and correspond with same re same (.2); correspond with J. Peterson, T. Bow, L. Hamilton re same (.1); telephone conference re possible shutoff issue (.2); correspond with Prime Clerk re lists (.1); telephone conference re service status (.2); correspond with company re same (.1); correspond and telephone conference with J. Peterson re various open utility matters and transferring of open requests (1.2); telephone conference re possible disconnection (.3).
7/26/17	Garry Hartlieb	.50	Correspond with T. Bow, J. Peterson re status of utility requests (.1); prepare tracker re same (.4).
7/27/17	John Peterson	2.00	Correspondence and telephone conference with multiple utility providers to continue service during bankruptcy case.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/27/17	Garry Hartlieb	2.70	Prepare tracker of open utility requests, and follow-up with various utility providers (1.5); correspond with J. Peterson and T. Bow re status (.2); telephone conference with utility provider (.2); correspond with AlixPartners and Company re utility issues (.3); correspond with counsel to utility provider (.1); telephone conference with utility provider (.1); telephone conference with utility provider and update tracker re same (.3).
7/28/17	John Peterson	6.20	Correspondence and telephone conference with several utilities providers re service during bankruptcy case (6.0); telephone conference with K&E team re same (.2).
7/28/17	Timothy Bow	.40	Review and analyze utilities issues (.2); correspond with K&E team, AlixPartners re same (.2).
7/28/17	Garry Hartlieb	.90	Telephone conference with utility provider (.2); correspond with J. Peterson re open utility questions and management (.4); telephone conference with same re utility resolution processes (.2); correspond with AlixPartners re resolution of utility inquiries (.1).
7/31/17	John Peterson	.70	Telephone and email correspondence with Company representations re utility service continuation during case administration.
7/31/17	Garry Hartlieb	.60	Telephone conference with utility providers re adequate assurance requests.
		63.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164563
Client Matter: 42462-26

In the matter of Vendor and Supplier Issues

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$ 11,922.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 11,922.00

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

26 - Vendor and Supplier Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Paul Barclay	1.50	340.00	510.00
Timothy Bow	.30	835.00	250.50
Ciara Foster	4.60	645.00	2,967.00
Laura Krucks	5.10	835.00	4,258.50
Maureen McCarthy	1.80	390.00	702.00
Gerardo Mijares-Shafai	4.40	735.00	3,234.00
TOTALS	17.70		\$ 11,922.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Gerardo Mijares-Shafai	.30	Correspond with AlixPartners team re foreign vendors claim inquiries (.2); correspond with India vendors re claim inquiries (.1).
7/06/17	Paul Barclay	1.50	Prepare client original files for delivery to outside vendor re processing and attorney review.
7/07/17	Timothy Bow	.10	Correspond with AlixPartners re parking vendor issue.
7/07/17	Ciara Foster	3.30	Draft reply to objection re vendors orders (3.0); telephone conference with M. Fagen re same (.2); correspond with same re same (.1).
7/08/17	Ciara Foster	1.30	Review and revise reply to objection (1.0); correspond with M. Fagen re same (.3).
7/09/17	Gerardo Mijares-Shafai	.70	Draft talking points for Critical Vendor and Foreign Vendor Final Orders (.6); correspond with L. Krucks re same (.1).
7/10/17	Maureen McCarthy	1.80	Finalize and prepare for filing the revised proposed order and redline re the final foreign vendors order (.9); finalize and prepare for filing the revised proposed order and redline re the final critical vendors order (.9).
7/12/17	Laura Krucks	2.60	Review trade agreements and correspond with K&E team and Company re same.
7/13/17	Gerardo Mijares-Shafai	.10	Correspond with AlixPartners team and K&E team re Indian vendors inquiry re payment.
7/14/17	Gerardo Mijares-Shafai	.40	Conference and correspond with L. Krucks, AlixPartners team, and Vinson and Elkins re trade agreement (.2); review, analyze foreign vendor notice letter and correspond with Company and K&E team re same (.2).
7/14/17	Laura Krucks	.60	Review and analyze vendor issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Gerardo Mijares-Shafai	.20	Review and analyze vendor inquiry re trade Agreement (.1); correspond re same with L. Krucks (.1).
7/20/17	Gerardo Mijares-Shafai	.30	Correspond with AlixPartners team re Indian vendor inquiry (.1); correspond and conference with counsel re payment of services (.2).
7/20/17	Laura Krucks	1.20	Review and analyze vendor issues and correspond with K&E team re same.
7/24/17	Timothy Bow	.20	Correspond with AlixPartners re vendor payment.
7/25/17	Laura Krucks	.70	Coordinate re vendor reporting.
7/26/17	Gerardo Mijares-Shafai	.60	Correspond with K&E team, AlixPartners, and counsel re postpetition payments and assumption/rejection deadline.
7/28/17	Gerardo Mijares-Shafai	1.00	Correspond with M. Demarco re vendor purchase order, and with K&E team and AlixPartners team re same (.8); conference and correspond with K&E team and M. Repko re vendor payment (.2).
7/31/17	Gerardo Mijares-Shafai	.80	Conference with J. Demarco re vendor trade agreement (.4); review, correspond with M. Repko re vendor payments (.4).
		17.70	TOTAL HOURS

August 2017

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186390
Client Matter: 42462-7

In the matter of Case Administration

For legal services rendered through August 31, 2017 (see attached Description of Legal Services for detail)	\$ 1,344.00
For expenses incurred through August 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 1,344.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	.40	240.00	96.00
Ryan Besaw	4.70	240.00	1,128.00
Daniel J Varn	.50	240.00	120.00
TOTALS	5.60		\$ 1,344.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	Anthony C Abate	.20	Prepare and distribute daily docket updates re recently filed pleadings.
8/02/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
8/03/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
8/04/17	Daniel J Varn	.20	Draft and circulate daily docket report (.1); update DMS files re new pleadings (.1).
8/07/17	Ryan Besaw	.90	Review and summarize messages in case voice mailbox (.7); correspond with K&E team re recently filed pleadings (.2).
8/08/17	Ryan Besaw	.60	Search and distribute motion precedent (.2); review and summarize messages in case voice mailbox (.2); correspond with K&E team re recently filed pleadings (.2).
8/09/17	Ryan Besaw	.30	Review and summarize messages in case voice mailbox (.2); correspond with K&E team re recently filed pleadings (.1).
8/10/17	Ryan Besaw	.40	Review and summarize messages in case voice mailbox (.3); correspond with K&E team re recent filings (.1).
8/11/17	Ryan Besaw	.10	Review and summarize messages in case voice mailbox.
8/14/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
8/15/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/15/17	Ryan Besaw	.20	Review and summarize messages in case voice mailbox.
8/16/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
8/17/17	Ryan Besaw	.30	Correspond with K&E team re recently filed pleadings (.1); review and summarize messages in case voice mailbox (.2).
8/18/17	Daniel J Varn	.30	Draft and circulate daily docket report (.2); update DMS files re new pleadings (.1).
8/18/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
8/22/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
8/22/17	Ryan Besaw	.20	Review and summarize messages in case voice mailbox.
8/23/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
8/24/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
8/25/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
8/25/17	Ryan Besaw	.20	Review and summarize messages in case voice mailbox.
8/28/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
8/29/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
8/30/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/31/17	Ryan Besaw	.40	Monitor docket and correspond with K&E team re recently filed pleadings.
		5.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186391
Client Matter: 42462-8

In the matter of Claims Analysis and Objections

For legal services rendered through August 31, 2017
(see attached Description of Legal Services for detail) \$ 5,093.50

For expenses incurred through August 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 5,093.50

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

8 - Claims Analysis and Objections

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	6.10	835.00	5,093.50
TOTALS	6.10		\$ 5,093.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/14/17	Timothy Bow	.60	Review and analyze issues re potential claim (.5); telephone conference with Company re same (.1).
8/15/17	Timothy Bow	.30	Telephone conference with K. Stella re litigation/claim issues (.2); correspond with Prime Clerk re same (.1).
8/16/17	Timothy Bow	2.00	Correspond with Company re employment claims (.2); review and analyze issues re same (.3); telephone conference with K. Stella re litigation claims (.4); review and analyze research re same (.7); correspond and conference with K&E team re same (.4).
8/18/17	Timothy Bow	.10	Telephone conference with K. Stella re litigation claims.
8/18/17	Timothy Bow	.20	Correspond with Gymboree, Prime Clerk re prepetition litigation claim.
8/21/17	Timothy Bow	.40	Telephone conference with Company re litigation claim issues.
8/25/17	Timothy Bow	.50	Telephone conference with Company, litigation counsel re landlord claim issue.
8/28/17	Timothy Bow	1.30	Conference with local counsel, landlord counsel re potential litigation claim (.7); telephone with Company re same (.6).
8/29/17	Timothy Bow	.30	Review and revise proposal re claim (.2); telephone conference with K. Bella re same (.1).
8/30/17	Timothy Bow	.40	Telephone conference re Kentucky Oaks claim.

Date **Timekeeper**

Hours **Description**

6.10 TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186392
Client Matter: 42462-9

In the matter of Corporate and Securities Matters

For legal services rendered through August 31, 2017 (see attached Description of Legal Services for detail)	\$ 239,621.50
For expenses incurred through August 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 239,621.50

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

9 - Corporate and Securities Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	.80	835.00	668.00
Thomas Dobleman	10.40	995.00	10,348.00
Matthew Fagen	.70	955.00	668.50
Ciara Foster	.60	645.00	387.00
Kevin Frank	.50	905.00	452.50
Andrew Idrizovic	92.10	995.00	91,639.50
John Kefer	82.90	835.00	69,221.50
Michelle Kilkenney, P.C.	39.60	1,225.00	48,510.00
Laura Krucks	1.30	835.00	1,085.50
Matthew N Leist	9.70	735.00	7,129.50
Gerardo Mijares-Shafai	.80	735.00	588.00
Dennis M Myers, P.C.	1.60	1,445.00	2,312.00
Dustin Paige	3.80	955.00	3,629.00
Sandra Ruiz	.30	325.00	97.50
Michael Shultz	1.00	905.00	905.00
Joshua A Sussberg, P.C.	.50	1,165.00	582.50
Wayne E Williams	.30	1,075.00	322.50
Paul Zier	1.00	1,075.00	1,075.00
TOTALS	247.90		\$ 239,621.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	Michelle Kilkenney, P.C.	1.50	Review and analyze financing proposals (1.0); conference with K&E team re debt and financing transaction (.5).
8/01/17	Andrew Idrizovic	.20	Telephone conference with K&E team re exit and plan supplement documents.
8/01/17	John Kefer	.50	Review and analyze correspondence re commitment papers.
8/02/17	Michelle Kilkenney, P.C.	1.70	Review and analyze revised papers re ABL and term loan.
8/02/17	Andrew Idrizovic	2.00	Review, analyze, and compare exit papers for three potential financing sources.
8/02/17	John Kefer	4.80	Prepare and draft commitment paper chart.
8/03/17	Michelle Kilkenney, P.C.	2.00	Review and markup Goldman Sachs letters (1.2); prepare for and conference with D. O'Shaughnessy, C. Tempke, and K&E team re same (.8).
8/03/17	Andrew Idrizovic	2.50	Telephone conference with management re financing proposals (1.0); review and analyze GS exit commitment papers (1.5).
8/03/17	John Kefer	11.30	Prepare and draft term sheet grid (4.0); review and analyze same (2.0); telephone conference re Goldman grid (1.0); prepare and draft revised Goldman commitment papers (3.3); review and analyze same (1.0).
8/03/17	Matthew N Leist	1.00	Review and summarize bank responses re exit financing proposal.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/03/17	Matthew N Leist	1.10	Prepare for and participate in telephone conference with Lazard and Gymboree re exit financing.
8/04/17	Michelle Kilkenney, P.C.	1.20	Review and analyze proposals re exit financing (1.0); correspond with K&E team re same (.2).
8/04/17	Andrew Idrizovic	1.50	Review and analyze exit financing term sheet (.7); correspond with K&E team re comments to term sheet (.8).
8/04/17	Thomas Dobleman	.50	Review and analyze exit commitment letter and term sheet (.3); correspond with K&E team re same (.2).
8/04/17	John Kefer	3.00	Prepare and draft commitment paper grid (2.0); correspond with K&E team re commitment papers (.6); revise commitment papers (.4).
8/04/17	Matthew N Leist	1.60	Review and summarize bank responses re exit financing proposal.
8/05/17	Matthew N Leist	1.80	Review and summarize bank responses re exit financing.
8/06/17	Matthew N Leist	1.20	Review and summarize bank responses re exit financing.
8/07/17	Michelle Kilkenney, P.C.	2.00	Review and revise exit papers (1.5); conference with Company re same (.5).
8/07/17	Thomas Dobleman	1.50	Review and analyze commitment letter response comparisons (1.0); correspond with K&E team re same (.3); telephone conference with Lazard and Company re commitment letters (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/07/17	John Kefer	8.00	Telephone conference with K&E team re commitment papers (1.0); review and analyze same (3.1); draft same (3.9).
8/07/17	Matthew N Leist	1.10	Telephone conference with Lazard and Gymboree re exit financing letters (.5); review and analyze materials for same (.6).
8/08/17	Michelle Kilkenney, P.C.	2.00	Review and revise exit financing papers (1.6); correspond with K&E team re same (.4).
8/08/17	Thomas Dobleman	1.20	Review and analyze commitment letters.
8/08/17	John Kefer	5.50	Draft commitment papers (3.7); review and analyze same (1.8).
8/09/17	Michelle Kilkenney, P.C.	2.40	Telephone conference with D. O'Shaughnessy re compliance matters (.5); review and analyze same (.8); review and analyze exit financing term sheets (.8); correspond with K&E team re same (.3).
8/09/17	Thomas Dobleman	.80	Review and analyze commitment letter.
8/09/17	John Kefer	2.00	Review and revise commitment papers (1.5); correspond with K&E team re leases (.5).
8/10/17	Michelle Kilkenney, P.C.	2.80	Prepare for and conference re open matters to the commitment papers (.8); review and analyze various revised drafts (2.0).
8/10/17	Dustin Paige	.80	Correspond with working group re leasehold mortgage issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/10/17	Thomas Dobleman	4.90	Review and analyze lender comments to commitment letter (2.0); prepare commitment letter term sheet (1.0); telephone conference with lender's counsel re same (.5); telephone conference with Company and Lazard re commitment letters (.5); revise commitment letters (.9).
8/10/17	John Kefer	3.00	Review and analyze revised Goldman commitment papers (2.0); telephone conferences re commitment papers (.5); draft business issues list (.5).
8/11/17	Michelle Kilkenney, P.C.	1.00	Review and analyze various commitment letter drafts from lenders.
8/11/17	Dustin Paige	3.00	Review and analyze lease agreements re leasehold mortgage issues.
8/11/17	Thomas Dobleman	1.50	Review and analyze commitment letter and term sheet (1.0); correspond with K&E team re same (.5).
8/11/17	Michael Shultz	1.00	Review and analyze leases.
8/11/17	John Kefer	4.50	Revise Goldman commitment papers (4.0); correspond with K&E team re leases (.5).
8/12/17	Michelle Kilkenney, P.C.	.80	Prepare and conference with C. Temple, A. Idrizovic, and PNC re open matters and work in process.
8/12/17	Andrew Idrizovic	.70	Telephone conference with PNC and Lazard re exit facility proposal.
8/13/17	Andrew Idrizovic	1.00	Review and analyze exit debt commitment papers.
8/13/17	John Kefer	1.30	Draft commitment papers.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/14/17	Michelle Kilkenney, P.C.	1.50	Review and revise exit commitment letters (.8); correspond with K&E team re same (.4); review and analyze compliance documents (.3).
8/14/17	Andrew Idrizovic	3.50	Correspond with Lazard and K&E team re disclosures to lenders of exit financing terms (1.0); correspond with same re lender group comments to GS papers and responses with Lazard (1.0); review and analyze lender responses re exit commitment papers (1.5).
8/14/17	Matthew Fagen	.70	Telephone conference with Company and Ropes and Gray re corporate organization (.4); correspond re same (.3).
8/15/17	Michelle Kilkenney, P.C.	4.30	Telephone conferences with C. Tempke A. Idrizovic, J. Messerham and company re exit financing (3.2); review and analyze materials re same (.8); conference with Rothschild, C. Tempke, Searchlight, and A. Idrizovic re same (.3).
8/15/17	Andrew Idrizovic	7.00	Telephone conference with term loan group re term loan exit papers (1.0); telephone conference with Lazard re ABL responses (.5); revise exit papers (2.5); telephone conference with Gymboree and Lazard re exit financing proposals (2.0); draft and revise list of points to discuss with potential exit lender. (1.0).
8/15/17	Timothy Bow	.10	Telephone conference with Oppenheimer team re rights offering.
8/15/17	Ciara Foster	.40	Correspond with K&E team re weekly fee report (.3); correspond with AlixPartners team re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/15/17	John Kefer	4.00	Revise commitment letter and term sheet (2.0); telephone conferences with K&E team and lenders re proposals (2.0).
8/16/17	Michelle Kilkenney, P.C.	1.80	Various conferences with counsel to creditors re open and unresolved matters on commitment letters (.8); revise same (.8); conference with A. Idrizovic re same (.2).
8/16/17	Andrew Idrizovic	6.00	Correspond with Lazard re unresolved work streams (.5); review and revise exit financing papers (1.5); correspond with Company and Lazard re exit financing issues list (2.0); correspond with Milbank re exit financing matters (.5); revise term loan exit papers (1.5).
8/16/17	Timothy Bow	.70	Correspond and telephone conference with multiple parties re rights offering procedures (.5); correspond with K&E team re same (.2).
8/16/17	John Kefer	2.80	Telephone conference re commitment papers with K&E team and lenders (1.5); revise commitment papers (1.3).
8/17/17	Dennis M Myers, P.C.	1.30	Review and analyze revised registration rights agreement (1.0); conference re same (.3).
8/17/17	Andrew Idrizovic	5.50	Revise exit commitment letters and term sheets.
8/17/17	John Kefer	3.00	Prepare and revise exit commitment papers.
8/18/17	Michelle Kilkenney, P.C.	2.00	Review and revise commitment letters (1.2); various conferences with K&E team re same (.8).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/18/17	Andrew Idrizovic	4.00	Correspond with Lazard re open work in process (.5); correspond with Lazard re exit commitment papers (3.5).
8/18/17	John Kefer	1.80	Prepare and revise exit commitment papers.
8/21/17	Michelle Kilkenney, P.C.	1.30	Review and analyze revised term sheets (1.0); conference with A. Idrizovic re same (.3).
8/21/17	Andrew Idrizovic	6.20	Review and analyze revise term loan commitment letter (1.3); draft term sheet and business issues list re same (1.4); review and analyze revised ABL revolver commitment letter (1.7); draft term sheet and business issues list re same (1.8).
8/21/17	John Kefer	1.00	Prepare and draft exit commitment papers (.5); analyze correspondence re same (.5).
8/22/17	Michelle Kilkenney, P.C.	3.60	Telephone conferences with A. Idrizovic, C. Tempke D. O'Shaunhessy, J. Harris and Searchlight re open issues and work in process re financing workstreams (2.5); review and analyze same (1.1).
8/22/17	Andrew Idrizovic	8.00	Telephone conferences with Lazard re exit financing (1.5); telephone conference with Company and Lazard re exit financing (2.0); analyze ABL commitment papers (1.0); telephone conference re term loan commitment papers (1.0); revise term loan papers (1.0); telephone conference with Milbank re term exit papers (.5); telephone conference with term loan Group re term exit papers (1.0).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/22/17	John Kefer	7.80	Telephone conference re Goldman and Bank of America comments to commitment papers with K&E team (.8); revise and analyze same (2.5); revise same (3.5); review and analyze correspondence re same (1.0).
8/23/17	Michelle Kilkenney, P.C.	2.50	Various conferences with Goldman, Milbank, K&E team and King and Spaulding re commitment letters (1.8); review and analyze revised drafts and issues list re same (.7).
8/23/17	Andrew Idrizovic	6.80	Draft term fee letter (1.0); revise ABL term sheet and letters (2.0); correspond with ABL counsel re ABL term sheet and letters (1.0); telephone conference with term loan lenders and counsel (1.3); correspond with counsel and advisors term loan papers issues list (1.5).
8/23/17	John Kefer	5.80	Revise commitment papers (4.0); correspond with K&E team re commitment papers (1.0); telephone conference re commitment papers (.8).
8/23/17	Matthew N Leist	.80	Review and analyze DIP term loan credit agreement and restructuring support agreement re extending deadline for exit financing milestone (.7); correspond with K&E team re same (.1).
8/23/17	Matthew N Leist	1.10	Draft summary of analysis re extending deadline for exit financing milestone.
8/24/17	Michelle Kilkenney, P.C.	1.80	Telephone conferences with J. Daly, A. Idrizovic, and B. Reese re open matters on financing letters (1.2); review and analyze drafts of same (.6).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/24/17	Wayne E Williams	.30	Conference with C. Garvey re securities issuance.
8/24/17	Andrew Idrizovic	6.50	Correspond with term loan parties re exit papers (3.0); revise term loan exit papers (1.0); review and analyze and correspond with term loan parties re same (2.0); telephone conference with K&E team re plan supplement (.5).
8/24/17	John Kefer	2.80	Review and revise commitment papers (2.0); analyze correspondence re same (.8).
8/25/17	Michelle Kilkenney, P.C.	1.70	Conferences with A. Idrizovic re open matters re financing letters (.6); conference with Company, C. Temple, creditors and A. Idrizovic re open matters on financing papers (.7); review and analyze same (.4).
8/25/17	Andrew Idrizovic	8.50	Correspond with term loan parties re exit commitment papers (4.0); correspond with term loan parties re ABL exit commitment papers (3.5); review and analyze same (1.0).
8/25/17	John Kefer	3.30	Telephone conferences with K&E team re term loan and ABL commitment papers (1.0); prepare term and ABL commitment papers (2.0); correspond with K&E team re same (.3).
8/26/17	Michelle Kilkenney, P.C.	.50	Review and analyze revised ABL term sheet.
8/27/17	Andrew Idrizovic	1.00	Review and analyze ABL exit term sheet and drafting issues list.
8/27/17	John Kefer	.30	Correspond with K&E team re commitment papers.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/28/17	Dennis M Myers, P.C.	.30	Review and analyze confirmation order re securities-related disclosure.
8/28/17	Michelle Kilkenney, P.C.	.20	Telephone conference with A. Idrizovic re case status and draft commitment letters.
8/28/17	Andrew Idrizovic	5.00	Correspond with term loan group and ABL counsel re loan documentation and open matters on ABL papers (1.0); correspond with term loan counsel re resolving open matters on ABL papers (1.5); analyze summary of ABL and term loan exit terms (1.0); correspond with K&E team re confirmation order (1.5).
8/28/17	John Kefer	.80	Prepare and draft signature packets (.7); analyze correspondence re commitment papers (.1).
8/29/17	Michelle Kilkenney, P.C.	1.00	Telephone conference with C. Sower, J. Daly, A. Idrizovic, R. Hill, C. Tempke, and R. Thide re open intercreditor matters and work in process (.7); review and analyze comments to ABL and correspond with K&E team re same (.3).
8/29/17	Paul Zier	1.00	Review and reply to correspondence from multiple parties re Blue Sky analysis (.3); review and revise same (.7).
8/29/17	Joshua A Sussberg, P.C.	.50	Telephone conference with S. Serajeddini re board call and case status (.2); participate in board call re governance matters (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/29/17	Andrew Idrizovic	7.20	Analyze and revise ABL drafts (1.0); draft issues list for same (.5); correspond with Company re same (.5); telephone conference with ABL counsel re open matters for same(1.0); correspond with counsel re open business matters for same (1.5); telephone conference with K&E team re plan supplement (.5); draft term loan credit agreement (1.7); analyze ABL lender comments (.5).
8/29/17	Gerardo Mijares-Shafai	.80	Attend telephone conference with Company board, AlixPartners and K&E team to take minutes.
8/29/17	Laura Krucks	1.30	Attend board call telephonically re minutes
8/29/17	Ciara Foster	.20	Telephone conference with K&E team re financing transaction documents.
8/29/17	John Kefer	2.30	Telephone conferences re commitment papers (2.0); correspond with K&E team re same (.3).
8/30/17	Sandra Ruiz	.30	Review and analyze correspondence from M. Doll re transaction steps (.1); research and send California precedent re same to M. Doll (.2).
8/30/17	Andrew Idrizovic	7.50	Draft comments to ABL commitment letter (2.0); correspond with advisors re intercreditor comments (1.0); analyze commitment papers (2.5); review and analyze edits to financing summary materials (2.0).
8/30/17	Kevin Frank	.50	Revise transfer agent agreement and correspond with transfer agent re same.
8/30/17	John Kefer	2.30	Finalize ABL and term loan commitment papers.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/31/17	Andrew Idrizovic	1.50	Draft ABL legal opinion (1.2); correspond with K&E team re confirmation order (.3).
8/31/17	John Kefer	1.00	Correspond with K&E team re commitment letter (.5); telephone conference re status update (.2); revise confirmation order re same (.3).
		247.90	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186393
Client Matter: 42462-10

In the matter of Creditor and Stakeholder Issues

For legal services rendered through August 31, 2017 (see attached Description of Legal Services for detail)	\$ 4,347.50
For expenses incurred through August 31, 2017 (see attached Description of Expenses for detail)	<u>\$.00</u>
Total legal services rendered and expenses incurred	\$ 4,347.50

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

10 - Creditor and Stakeholder Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	.20	835.00	167.00
Matthew Fagen	.60	955.00	573.00
Ciara Foster	.30	645.00	193.50
Julia Foster	.90	240.00	216.00
Gerardo Mijares-Shafai	3.40	735.00	2,499.00
Joshua A Sussberg, P.C.	.60	1,165.00	699.00
TOTALS	6.00		\$ 4,347.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	Joshua A Sussberg, P.C.	.20	Correspond re case status with stakeholders and K&E team (.1); telephone conference with J. Mesterharm re status (.1).
8/02/17	Joshua A Sussberg, P.C.	.10	Telephone conference and correspond with J. Mesterharm re case status.
8/02/17	Julia Foster	.90	Review and revise creditor voicemail log.
8/02/17	Gerardo Mijares-Shafai	.10	Correspond with Prime Clerk re stakeholder mailing address.
8/02/17	Timothy Bow	.20	Telephone conference with Company re proof of claim matters.
8/04/17	Matthew Fagen	.60	Respond to creditor inquiries re case.
8/06/17	Joshua A Sussberg, P.C.	.20	Telephone conference with S. Serajeddini re case status and stakeholder matters.
8/07/17	Ciara Foster	.30	Telephone conference with bondholder re process for filing proof of claim.
8/08/17	Gerardo Mijares-Shafai	1.80	Conference with creditors and stakeholders from creditor call log re mailings and proof of claim forms.
8/09/17	Gerardo Mijares-Shafai	.60	Conference with stakeholders re proof of claim filings and mailings.
8/10/17	Joshua A Sussberg, P.C.	.10	Correspond re case status and next steps with K&E team and stakeholders.
8/10/17	Gerardo Mijares-Shafai	.20	Conference with stakeholders re mailing and proofs of claim.
8/11/17	Gerardo Mijares-Shafai	.20	Conference with stakeholders re mailings and proof of claim form.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/22/17	Gerardo Mijares-Shafai	.20	Telephone conference with creditors re distribution inquiries.
8/23/17	Gerardo Mijares-Shafai	.10	Conference with stakeholder from creditor call log re confirmation.
8/25/17	Gerardo Mijares-Shafai	.10	Conference with creditors and stakeholders re confirmation and distributions.
8/28/17	Gerardo Mijares-Shafai	.10	Conference with former employee re case mailings.
		6.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186394
Client Matter: 42462-11

In the matter of Creditor Committee Issues

For legal services rendered through August 31, 2017 (see attached Description of Legal Services for detail)	\$ 12,210.00
For expenses incurred through August 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 12,210.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	1.90	1,325.00	2,517.50
Timothy Bow	.40	835.00	334.00
Matthew Fagen	.50	955.00	477.50
Scott Lerner	.50	930.00	465.00
Martin L Roth	1.10	1,025.00	1,127.50
Joshua A Sussberg, P.C.	4.40	1,165.00	5,126.00
Ben Tyson	2.50	865.00	2,162.50
TOTALS	11.30		\$ 12,210.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/07/17	Joshua A Sussberg, P.C.	.10	Correspond with K&E team re settlement.
8/08/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re status.
8/09/17	Joshua A Sussberg, P.C.	.10	Correspond with K&E team re status.
8/09/17	Matthew Fagen	.50	Review Committee diligence requests.
8/11/17	Joshua A Sussberg, P.C.	.30	Telephone conference with S. Serajeddini re settlement status (.2); correspond with J. Mesterharm and S. Serajeddini re same (.1).
8/11/17	Scott Lerner	.10	Telephone conference re status of independent director analysis.
8/14/17	Joshua A Sussberg, P.C.	.50	Conference with S. Serajeddini re case matters and updates.
8/14/17	Scott Lerner	.10	Correspond with G. Balassa re status of independent director analysis.
8/15/17	Scott Lerner	.30	Telephone conference with G. Balassa re scheduling telephone conferences with bankruptcy team for independent director analysis and correspond with MTO re same.
8/19/17	Joshua A Sussberg, P.C.	.20	Correspond re status of settlement with stakeholders.
8/19/17	Martin L Roth	1.10	Conference with K&E team re Creditors' Committee objection and anticipated confirmation hearing issues.
8/19/17	Ben Tyson	.50	Coordinate with K&E team and Lazard team re 9019 standards and Creditors' Committee objection.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/19/17	Ben Tyson	.80	Review and analyze Creditors' Committee objection re term loan deficiency.
8/19/17	Ben Tyson	1.00	Telephone conference with K&E team re Creditors' Committee objection and litigation strategy and scheduling.
8/20/17	Gabor Balassa, P.C.	.20	Correspond with team re Protiviti issues.
8/20/17	Ben Tyson	.20	Review and analyze Creditors' Committee objection.
8/21/17	Joshua A Sussberg, P.C.	.80	Telephone conference with E. Fleck, S. Serajeddini and A. Sathy re case status.
8/22/17	Gabor Balassa, P.C.	1.30	Telephone conference with Lazard re valuation issues and conference with S. Lerner re same (.4); correspond with K&E team re litigation planning (.4); correspond with S. Lerner re Gymboree expert reports (.2); telephone conference with S. Serajeddini re same (.3).
8/23/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re status and Creditors' Committee settlement and leases.
8/23/17	Timothy Bow	.10	Telephone conference with Creditors' Committee re litigation claim.
8/24/17	Gabor Balassa, P.C.	.40	Telephone conference with Committee counsel re expert reports (.2); telephone conference with S. Lerner re same (.2).
8/24/17	Joshua A Sussberg, P.C.	.70	Telephone conference with S. Serajeddini re case updates re same (.2); telephone conference with T. Walper re same (.2); telephone conference with J. Mesterharm re same (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/24/17	Timothy Bow	.30	Telephone conference with Creditors' Committee re litigation claim issue (.2); correspond with Company re same (.1).
8/25/17	Joshua A Sussberg, P.C.	1.00	Telephone conferences with S. Winograd and S. Serajeddini re case status, settlements and board notes.
8/28/17	Joshua A Sussberg, P.C.	.30	Correspond with T. Walper re case status and settlement.
		11.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186396
Client Matter: 42462-13

In the matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through August 31, 2017
(see attached Description of Legal Services for detail) \$ 537,134.50

For expenses incurred through August 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 537,134.50

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

13 - Disclosure Statement, Plan, Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	1.70	240.00	408.00
Gabor Balassa, P.C.	9.50	1,325.00	12,587.50
Ryan Besaw	2.10	240.00	504.00
Timothy Bow	41.50	835.00	34,652.50
Merrick Doll	40.50	835.00	33,817.50
Matthew Fagen	128.80	955.00	123,004.00
Ciara Foster	59.40	645.00	38,313.00
Julia Foster	1.50	240.00	360.00
Kevin Frank	2.00	905.00	1,810.00
Craig J Garvey	41.90	1,035.00	43,366.50
Michelle Kilkenney, P.C.	.50	1,225.00	612.50
Laura Krucks	59.60	835.00	49,766.00
Scott Lerner	20.20	930.00	18,786.00
Maureen McCarthy	8.10	390.00	3,159.00
Gerardo Mijares-Shafai	34.40	735.00	25,284.00
Kevin L Morris	52.90	1,115.00	58,983.50
John Peterson	4.10	645.00	2,644.50
Sandra Ruiz	1.30	325.00	422.50
Anup Sathy, P.C.	15.50	1,410.00	21,855.00
Steven Serajeddini	48.10	1,035.00	49,783.50
Allyson Smith	2.80	645.00	1,806.00
Joshua A Sussberg, P.C.	1.70	1,165.00	1,980.50
Ben Tyson	14.10	865.00	12,196.50
Patrick Venter	1.60	645.00	1,032.00
TOTALS	593.80		\$ 537,134.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
8/01/17	Steven Serajeddini	1.10	Correspond with K&E team and opposing counsel re plan issues (.9); review and analyze same (.2).
8/01/17	Craig J Garvey	.30	Review and analyze registration rights agreement.
8/01/17	Craig J Garvey	1.30	Negotiate escrow agreement with Milbank and correspond with deal team re same (1.0); correspond with M. Fagen re subscription forms and analyze related matters (.3).
8/01/17	Laura Krucks	.20	Telephone conference with K&E team re plan supplement.
8/01/17	Timothy Bow	.10	Prepare for and attend conference re confirmation work in process with K&E team.
8/01/17	Ciara Foster	3.70	Review and revise confirmation brief (3.5); correspond with K&E team re same (.2).
8/01/17	Ciara Foster	.90	Review and revise confirmation work in process chart (.5); correspond with K&E team re same (.2); telephone conference with K&E team re same (.2).
8/01/17	Matthew Fagen	1.20	Correspond with K&E team re rights offerings.
8/02/17	Steven Serajeddini	1.50	Correspond with K&E team and opposing counsel re plan issues (.7); review and analyze same (.8).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/02/17	Craig J Garvey	.30	Review and analyze registration rights agreement and correspond with Milbank re same.
8/02/17	Laura Krucks	.30	Telephone conference with M. Fagen and T. Bow re confirmation items and workstreams.
8/02/17	Matthew Fagen	1.10	Review and analyze plan supplement (.4); telephone conference with teams re same (.3); correspond with K&E team re same (.4).
8/02/17	Matthew Fagen	.70	Telephone conference with Company re surety matter (.4); review and analyze same (.3).
8/03/17	Maureen McCarthy	1.20	Search and distribute precedent re retained causes of action and 1129(a) disclosures.
8/03/17	Craig J Garvey	.20	Review and analyze correspondence re rights offering subscription forms.
8/03/17	Julia Foster	1.50	Research precedent re retained causes of action and 1129(a)(5) disclosures.
8/03/17	Laura Krucks	.40	Telephone conference with K&E team re plan supplement.
8/03/17	Ciara Foster	6.10	Review and revise confirmation brief (5.4); review and analyze precedent re same (.5); correspond with K&E team re same (.2).
8/04/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
8/04/17	Gerardo Mijares-Shafai	.30	Review and analyze plan supplement precedent.
8/05/17	Laura Krucks	1.60	Draft confirmation order.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/06/17	Kevin L Morris	1.50	Review and analyze plan of reorganization (1.2); correspond with K&E team re same (.3).
8/06/17	Laura Krucks	2.00	Draft confirmation order.
8/07/17	Anup Sathy, P.C.	1.00	Review and analyze confirmation issues.
8/07/17	Kevin L Morris	.80	Review and analyze plan of reorganization (.6); correspond with K&E team re same (.2).
8/07/17	Steven Serajeddini	2.50	Correspond and conference with K&E team and opposing counsel re plan issues (1.4); review and analyze same (1.1).
8/07/17	Gerardo Mijares-Shafai	.50	Correspond with L. Krucks re plan supplement documents (.1); review and analyze same (.4).
8/07/17	Laura Krucks	2.50	Draft confirmation order.
8/07/17	Laura Krucks	.70	Conference with K&E team re confirmation work in process and priority workstreams.
8/07/17	Timothy Bow	.70	Telephone conference with M. Fagen and L. Krucks re confirmation workstreams.
8/07/17	Ciara Foster	2.50	Review and revise confirmation brief to incorporate E.D. Va. precedent.
8/07/17	Matthew Fagen	.90	Telephone conference with T. Bow and L. Krucks re pending items including confirmation documents (.6); review and analyze rights offering inquiries (.3).
8/08/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/08/17	Merrick Doll	1.00	Review and analyze materials including disclosure statement and draft supplement.
8/08/17	John Peterson	.20	Telephone conference with K&E team re confirmation work in process.
8/08/17	Allyson Smith	.30	Telephone conference with K&E team re confirmation work in process.
8/08/17	Gerardo Mijares-Shafai	3.30	Conference with L. Krucks re plan supplement (.1); draft same (3.2).
8/08/17	Gerardo Mijares-Shafai	.20	Conference with K&E team re confirmation work in process.
8/08/17	Laura Krucks	.60	Review and analyze plan supplement.
8/08/17	Laura Krucks	.30	Telephone conference re confirmation workstreams with K&E team.
8/08/17	Timothy Bow	.20	Correspond with S. Sherrill re SEC comments (.1); conference with M. Fagen re same (.1).
8/08/17	Timothy Bow	.30	Prepare for and attend meeting re confirmation work in process with K&E team.
8/08/17	Ciara Foster	3.20	Draft plan supplement tracker (.3); correspond with K&E team re same (.2); send out calendar invite re work in process meeting re same (.2); review and revise release section of confirmation brief (2.5).
8/08/17	Matthew Fagen	1.10	Attend work in process telephone conference (.4); analyze SEC plan issues (.4); correspond with K&E team re distributions to noteholders (.3).
8/08/17	Matthew Fagen	.40	Correspond with Company re surety matters.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/09/17	Kevin L Morris	2.00	Review and analyze plan of reorganization (1.5); correspond with K&E team re same (.5).
8/09/17	Merrick Doll	.80	Review and analyze plan materials.
8/09/17	Laura Krucks	4.40	Review and revise confirmation order.
8/09/17	Timothy Bow	1.70	Telephone conference with SEC counsel re plan issues (.3); conference with M. Fagen re same (.1); correspond with K&E team re same (.1); review and revise confirmation brief (1.2).
8/09/17	Ciara Foster	3.50	Review and revise confirmation brief.
8/09/17	Matthew Fagen	1.20	Telephone conference with K&E team re SEC plan issues (.4); review and analyze same (.6); correspond with K&E team re same (.2).
8/10/17	Kevin L Morris	4.50	Review and analyze plan of reorganization and disclosure statement.
8/10/17	Steven Serajeddini	2.80	Correspond and conference with K&E team re plan and confirmation issues (1.8); review and analyze same (.8); review and revise documents re same (.2).
8/10/17	Craig J Garvey	.50	Correspond with M. Fagen re securities matters and closing checklist.
8/10/17	Merrick Doll	3.50	Correspond with K. Morris re deal status and next steps (.4); draft corporate reorganization checklist (2.7); attend status telephone conference with K&E team re plan supplement (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/10/17	Allyson Smith	.30	Telephone conference with K&E team re confirmation work in process updates.
8/10/17	Gerardo Mijares-Shafai	.40	Conference with K. Morris and M. Fagen re plan supplement (.2); correspond with L. Krucks re same (.1); review and analyze same (.1).
8/10/17	Gerardo Mijares-Shafai	.10	Conference with K&E team re confirmation work in process.
8/10/17	Laura Krucks	2.10	Review and revise confirmation order (1.9); telephone conference with K&E team re plan supplement (.2).
8/10/17	Timothy Bow	5.30	Review and analyze precedent re plan revisions (.7); review and revise same (.9); telephone conference with K&E team re plan supplement (.3); review and revise confirmation order (3.4).
8/10/17	Timothy Bow	.50	Telephone conference with L. Krucks and M. Fagen re priority confirmation items (.3); telephone conference with K&E team re confirmation work in process (.2).
8/10/17	Ciara Foster	1.90	Telephone conference with K&E team re plan supplement (.2); correspond with K&E team re same (.2); review and revise background section of confirmation brief (1.5).
8/10/17	Matthew Fagen	1.50	Telephone conference with T. Bow and L. Krucks re plan supplement (.4); work in process telephone conference re same (.3); telephone conference with corporate team re same (.4); review and analyze checklist re same (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/11/17	Kevin L Morris	4.50	Correspond with K&E team re tax structure (2.5); correspond with Company and K&E team re same (2.0).
8/11/17	Steven Serajeddini	2.30	Correspond and conference with K&E team and opposing counsel re plan and confirmation issues (1.3); review and analyze same (.5); review and revise documents re same (.5).
8/11/17	Merrick Doll	2.20	Correspond with K. Morris re transaction checklist and revise same (1.0); telephone conference with tax team re transaction steps chart (.3); telephone conference with Company re corporate status update (.4); review and analyze corporate reorganization documentation, including formation documents re acquisition structure (.5).
8/11/17	Gerardo Mijares-Shafai	.70	Review and revise plan supplement and correspond with L. Krucks re same.
8/11/17	Laura Krucks	1.40	Review and revise exclusivity motion.
8/11/17	Timothy Bow	.40	Conference with M. Fagen re plan revisions (.1); review and revise same (.3).
8/11/17	Ciara Foster	6.00	Review and revise confirmation brief (3.5); research fourth circuit precedent re same (2.5).
8/11/17	Matthew Fagen	2.90	Telephone conference with K&E team re plan supplement (.8); analyze status of same (.4); analyze plan supplement documents (.5); correspond with K&E team re same (.4); correspond with K&E team re potential plan revisions (.4); telephone conference with lender counsel re same and exit financing (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/12/17	Kevin L Morris	1.80	Correspond with K&E team re exit checklist and related documentation.
8/12/17	Ciara Foster	3.70	Review and revise exclusivity motion (.7); correspond with L. Krucks re same (.3); review and revise confirmation brief (1.5); review and revise precedent re same (1.2).
8/13/17	Kevin L Morris	1.30	Review and analyze plan of reorganization and follow-up re same.
8/13/17	Matthew Fagen	.30	Correspond with Milbank re exit financing NDA.
8/14/17	Kevin L Morris	2.50	Review and analyze filing requirements, transaction documents (1.5); correspond with K&E team and lenders' counsel re same (1.0).
8/14/17	Sandra Ruiz	.20	Finalize and file certificates.
8/14/17	Merrick Doll	4.20	Review and analyze formation documents for acquisition structure (2.0); draft asset purchase agreement (1.5); correspond with K. Morris re same (.3); update and revise transaction checklist (.2); telephone conference with Ropes re assets/liabilities at holding companies (.2).
8/14/17	Gerardo Mijares-Shafai	3.70	Review and analyze confirmation order (.6); revise plan supplement (3.0); conference with L. Krucks re same (.1).
8/14/17	Laura Krucks	.30	Review and revise exclusivity motion.
8/14/17	Laura Krucks	3.30	Review and revise plan supplement documents.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/14/17	Laura Krucks	.50	Telephone conference with M. Fagen and T. Bow re priority plan workstreams.
8/14/17	Timothy Bow	3.10	Review and revise confirmation brief (2.6); conference with M. Fagen, L. Krucks re confirmation workstreams (.5).
8/14/17	Ciara Foster	4.50	Review and revise exclusivity motion (.3); correspond with K&E team re same (.2); review and revise confirmation brief (3.5); correspond with same re same (.5).
8/14/17	Matthew Fagen	5.10	Review and analyze draft plan supplement documents (2.1); correspondence and telephone conference with team re same (.7); review and analyze exit financing (.4); review and analyze documents re same including NDA and cleansing materials (1.9).
8/15/17	Gabor Balassa, P.C.	.50	Telephone conference with S. Lerner re hearing preparation and correspond with K&E team re same.
8/15/17	Kevin L Morris	12.50	Correspond with K&E team and lenders' counsel re filing requirements (2.0); execute filing requirements (4.5); review and revise transaction documents (6.0).
8/15/17	Maureen McCarthy	.90	Review and revise notice of filing re plan supplement.
8/15/17	Sandra Ruiz	.20	Correspond with CT Corp, M. Doll re filings.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/15/17	Merrick Doll	9.40	Review, revise, and correspond with K&E team re asset purchase agreement (3.0); telephone conference with Milbank corporate team re corporate documents (1.0); review and analyze corporate documents re exit transaction (4.4); correspond with tax team re same (1.0).
8/15/17	John Peterson	.10	Telephone conference with K&E team re plan workstreams.
8/15/17	Allyson Smith	.40	Attend telephone conference with K&E team re plan work in process.
8/15/17	Laura Krucks	2.50	Review and revise plan supplement documents and coordinate with G. Mijares-Shafai re same.
8/15/17	Timothy Bow	1.50	Review and analyze plan release precedent (.4); correspond with K&E team re same (.1); conference with L. Krucks and M. Fagen re contract and lease schedules for plan supplement (.4); telephone conference with working group re same (.2); review and revise plan (.4).
8/15/17	Timothy Bow	.10	Prepare for and attend office conference with K&E team re confirmation work in process.
8/15/17	Ciara Foster	.30	Telephone conference re plan supplement.
8/15/17	Ciara Foster	.50	Review and revise confirmation work in process chart (.3); telephone conference with K&E team re confirmation work in process (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/15/17	Matthew Fagen	7.20	Review and analyze exit financing issues (.7); telephone conference with K&E team re same (.8); review and analyze NDA re same (.6); review and analyze cleansing materials re same (.7); analyze correspondence re same (.9); telephone conference with K&E team re exit financing proposals (.6); review and analyze plan supplement documents (1.9); telephone conference with K&E team re leases for plan supplement (.6); telephone conference with team re status of all documents (.4).
8/16/17	Anup Sathy, P.C.	1.00	Review and analyze plan documents.
8/16/17	Kevin L Morris	4.50	Review and analyze issues re filing requirements (3.0); correspond with K&E team and lenders' counsel re same (1.5).
8/16/17	Craig J Garvey	.40	Review and analyze comments to the registration rights agreement.
8/16/17	Merrick Doll	7.20	Review and revise contribution agreement and other corporate documents re exit restructuring (5.0); correspond with K. Morris, BK team, and Milbank re same (.5); review and revise asset purchase agreement (1.7).
8/16/17	Gerardo Mijares-Shafai	2.10	Conference with L. Krucks re plan supplement revisions (.3); review and revise same (.8); correspond with Willis Towers Watson and K&E team re management incentive plan (.2); correspond with same re management incentive plan (.8).
8/16/17	Gerardo Mijares-Shafai	.10	Telephone conference with K&E team re confirmation work in process.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/16/17	Laura Krucks	1.20	Review and revise plan supplement documents.
8/16/17	Matthew Fagen	8.10	Correspond with various parties re rights offering (1.6); review and analyze draft consent re same (.4); correspond with K&E team re same (.3); review and revise plan supplement corporate documents (1.2); correspond with K&E team re same (.3); review and analyze schedules of assumed and rejected contracts (.8); review and analyze correspondence re same (.3); review and analyze draft confirmation order (.8); review and analyze revised draft plan (.6); revise same (.5); review and revise other plan supplement documents (1.3).
8/17/17	Gabor Balassa, P.C.	.50	Telephone conference with K&E team and S. Lerner re confirmation hearing.
8/17/17	Kevin L Morris	4.00	Review and analyze filing requirements, transaction documents (3.4); correspond with K&E team and lenders' counsel re same (.6).
8/17/17	Maureen McCarthy	.80	Prepare supplement to plan.
8/17/17	Sandra Ruiz	.90	Review and analyze issues re Delaware statute (.4); review and analyze correspondence from M. Doll (.2); draft amendments (.2); revise and file same (.1).
8/17/17	Scott Lerner	.60	Conference with G. Balassa and reorg team re preparation for confirmation hearing (.5); conference and correspond with M. Roth re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/17/17	Steven Serajeddini	3.50	Correspond and conference with K&E team, opposing counsel re plan issues (1.6); review and analyze same (1.2); review and revise documents re same (.7).
8/17/17	Merrick Doll	5.00	Telephone conference with K&E team re supplement filing status (.4); review and analyze organizational and exit restructuring transaction documents (4.0); correspond with K. Morris, BK team, and Milbank re same (.6).
8/17/17	John Peterson	.10	Telephone conference with K&E team re confirmation work in process.
8/17/17	Allyson Smith	.30	Prepare for and attend confirmation work in process call with K&E team.
8/17/17	Laura Krucks	1.60	Review and revise plan supplement documents (1.0); telephone conferences with K&E team re same (.6).
8/17/17	Laura Krucks	2.70	Review and revise plan supplement documents (2.4); file same (.3).
8/17/17	Timothy Bow	.90	Review and revise plan.
8/17/17	Timothy Bow	.50	Telephone conference with M. Fagen and L. Krucks re priority confirmation items (.3); prepare for and participate in telephone conference with K&E team re confirmation work in process (.2).
8/17/17	Ciara Foster	.20	Telephone conference with K&E team re confirmation work in process.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/17/17	Matthew Fagen	10.90	Review and revise plan supplement corporate documents (1.4); correspond with K&E team re same (.8); review and revise contract schedules (.9); correspond with K&E team re same (1.2); review and analyze final retained causes of action schedule (.4); review and revise notice (.6); correspond with K&E team re same (.3); review and analyze finalization and filing of plan supplement (4.4); telephone conference with litigators re confirmation workstreams (.5); telephone conference with team re filing (.4).
8/18/17	Anup Sathy, P.C.	1.00	Review and analyze plan matters.
8/18/17	Kevin L Morris	12.50	Review and analyze issues re filing requirements and transaction documents (10.0); correspond with K&E team and lenders' counsel re same (2.5).
8/18/17	Scott Lerner	.30	Correspond with K&E team re strategy for confirmation brief and hearing.
8/18/17	Laura Krucks	.30	Review and revise plan supplement notice.
8/18/17	Laura Krucks	.50	Review and revise term loan deficiency claim stipulation.
8/18/17	Anthony C Abate	.10	Review and revise notice of filing re plan supplement for L. Krucks.
8/18/17	Timothy Bow	.50	Correspond with Prime Clerk re service of plan supplement (.1); correspond with K&E team and Citibank re professional fee escrow (.2); correspond with J. Williams and K&E team re confirmation objection resolution (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/18/17	Matthew Fagen	5.20	Review and analyze Creditors' Committee objection to lender voting/deficiency claim (.8); review and analyze related disclosure statement order provisions (.4); correspond and conference with K&E team re same (1.4); telephone conference with K&E team re post-emergence tax issues (1.4); analyze noticing of plan supplement and related documents (.7); draft disputed claims notice and analyze service issues re same (.5).
8/19/17	Gabor Balassa, P.C.	1.70	Review materials in preparation for and attend telephone conference with K&E team re confirmation hearing planning.
8/19/17	Scott Lerner	1.30	Conference with litigation team re strategy for confirmation brief and hearing and committee objection (1.0); review and analyze committee objection (.3).
8/19/17	Laura Krucks	2.80	Draft stipulation re Creditors' Committee objection to deficiency claim amount.
8/19/17	Matthew Fagen	1.70	Review and revise draft plan stipulation (.8); analyze correspondence re same (.4); correspond with litigation team re response to Creditors' Committee objection (.5).
8/20/17	Kevin L Morris	.50	Correspond with K&E team re transition and matter status.
8/20/17	Laura Krucks	.30	Review and revise term loan stipulation.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/20/17	Matthew Fagen	.70	Review and analyze plan stipulation (.3); correspond with K&E team re plan issues (.4).
8/21/17	Gabor Balassa, P.C.	1.60	Telephone conference with K&E team, and company advisors re confirmation planning and follow up with S. Lerner re same (1.0); telephone conferences with Company and S. Serajeddini re potential litigation (.6).
8/21/17	Anup Sathy, P.C.	1.00	Review and analyze confirmation issues.
8/21/17	Scott Lerner	3.10	Review and analyze committee objection (.3); conference with G. Balassa, bankruptcy team and advisors re plan for confirmation hearing (1.1); conference with G. Balassa, bankruptcy team and Company re same (.3); review and analyze precedent briefing and draft outline of issues and evidentiary needs for confirmation brief and hearing (1.1); conference with M. Fagen re confirmation hearing (.1); conference with company advisors re same (.2).
8/21/17	Steven Serajeddini	3.40	Correspond with K&E team, opposing counsel re plan issues (1.4); review and analyze same (.8); review and revise documents re same (1.2).
8/21/17	Craig J Garvey	1.50	Review and analyze issues re NDA cleansing.
8/21/17	Craig J Garvey	3.60	Review and analyze issues re cancellation of notes (1.0); draft documents re same (2.0); correspond with D. Shaughnessy, Moses Singer counsel, and M. Fagen re same (.6).
8/21/17	Ben Tyson	1.00	Review and analyze valuation analysis and disclosure statement.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/21/17	Gerardo Mijares-Shafai	.50	Review and analyze G&I VII pleadings re disclosure statement (.3); conference with L. Krucks re confirmation order, committee objection to term loan deficiency claim, and work in process (.2).
8/21/17	Laura Krucks	.50	Review and revise stipulation and coordinate with K&E team re same.
8/21/17	Timothy Bow	.90	Conference with L. Krucks re confirmation items (.2); review and analyze comments to confirmation brief (.2); correspond with Citibank re escrow account (.2); telephone conference with Citibank re escrow fund (.1); review and analyze plan objection (.2).
8/21/17	Ciara Foster	3.00	Review and revise confirmation brief.
8/21/17	Matthew Fagen	5.80	Telephone conference with professionals re potential committee settlement (.4); telephone conference with Company re same (.5); review and analyze correspondence re term loan lender restriction (.4); review and analyze correspondence re all parties plan meeting (.4); review and analyze correspondence re post emergence compensation (.4); review and analyze correspondence re committee litigation (.3); revise pro se plan objection and correspondence re same (.5); review and analyze correspondence re store closing sales/consents and side letters (1.6); revise draft confirmation brief (1.3).
8/22/17	Maureen McCarthy	.40	Draft pleading template re Mesterharm's declaration in support of confirmation.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/22/17	Scott Lerner	2.20	Telephone conference with K&E team and Lazard re response to committee objection (.9); revise and supplement outline of evidentiary issues for confirmation hearing and circulate same to litigation team (1.0); correspond with K&E team and committee counsel re scheduling (.3).
8/22/17	Steven Serajeddini	3.80	Correspond with K&E team, opposing counsel, Company re restructuring issues (1.8); review and analyze same (1.1); review and revise documents re same (.9).
8/22/17	Craig J Garvey	1.50	Review and analyze issues re cancellation of notes, draft documents re same (1.0); correspond with Moses Singer counsel, DTC Participant, and M. Fagen re same (.5).
8/22/17	Ben Tyson	1.90	Correspond with Lazard re valuation analysis (.9); correspond with G. Balassa and S. Lerner re next steps (.2); review and update outline of argument re confirmation brief (.6); summarize telephone conference notes re valuation with Lazard (.2).
8/22/17	Merrick Doll	.80	Telephone conference with K&E team re emergence status (.3); revise asset purchase agreement documents from Milbank (.5).
8/22/17	John Peterson	.20	Telephone conference with K&E team re confirmation work in process.
8/22/17	Gerardo Mijares-Shafai	.30	Telephone conference with K&E team re revisions to plan supplement (.1); conference with L. Krucks re confirmation order revisions (.1); review and analyze confirmation order re tax recoupment process for same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/22/17	Gerardo Mijares-Shafai	.40	Telephone conference with K&E team re confirmation work in process (.3); review and revise list re same (.1).
8/22/17	Laura Krucks	1.20	Review and revise confirmation order (.9); telephone conference with K&E team re confirmation workstreams (.3).
8/22/17	Laura Krucks	.50	Draft term loan stipulation.
8/22/17	Timothy Bow	1.10	Correspond with K&E team re SEC plan issue (.1); conference with M. Fagen, L. Krucks re confirmation workstreams (.3); review and revise plan (.6); correspond with S. Serajeddini re Pennsylvania Department of Revenue request (.1).
8/22/17	Timothy Bow	.30	Review and revise removal motion (.2); correspond with Milbank re same (.1).
8/22/17	Timothy Bow	.40	Prepare for and attend confirmation work in process meeting.
8/22/17	Ryan Besaw	.50	Draft confirmation objection chart (.2); research re confirmation/disclosure statement objections (.3).
8/22/17	Ciara Foster	.30	Telephone conference with K&E team re closing documents (.2); correspond with M. McCarthy re declaration in support of confirmation (.1).
8/22/17	Ciara Foster	.60	Review and analyze motion to extend removal period (.5); correspond with T. Bow re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/22/17	Matthew Fagen	8.40	Review and revise draft confirmation brief (2.6); telephone conference with K&E team re exit financing process (.6); review and analyze correspondence re same (.3); telephone conference with K&E team re leases (.5); coordinate telephone conferences with team re plan/confirmation (.8); telephone conference with K&E team re plan supplement (.4); review and analyze revised term loan claim stipulation and correspondence re same (.4); analyze revised plan re settlement and correspondence re same (.5); correspond with K&E team re informal objection and resolutions (1.4); coordinate research re same (.6); analyze preliminary voting results (.3).
8/23/17	Gabor Balassa, P.C.	.90	Telephone conference with advisors and S. Lerner re confirmation hearing planning (.6); conferences with S. Lerner re next steps (.3).
8/23/17	Anup Sathy, P.C.	1.00	Review and analyze plan issues.
8/23/17	Scott Lerner	1.60	Conference with advisors re evidentiary showing for confirmation (.5); conference with G. Balassa re same (.2); schedule telephone conference with Hahn & Hessen (.1); review and analyze draft confirmation brief and draft declarations (.8).
8/23/17	Steven Serajeddini	4.10	Correspond and conference with K&E team, opposing counsel, Company re plan issues (2.8); review and analyze same (.9); review and revise documents re same (.4).
8/23/17	Craig J Garvey	.30	Review and analyze issues re cancellation of notes, correspond with DTC Participant re same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/23/17	Craig J Garvey	.70	Review and analyze issues re funding notice and correspond M. Fagen and Milbank re same.
8/23/17	Gerardo Mijares-Shafai	.20	Conference with T. Bow re research for set off rights and research same.
8/23/17	Timothy Bow	2.80	Review and analyze RSA, DIP agreements (1.2); conference with M. Leist re same (.1); conference with M. Fagen re same (.3); review and revise confirmation brief (.9); correspond with K&E team re tax authority objection resolution (.3).
8/23/17	Ciara Foster	.40	Review and revise confirmation brief (.2); correspond with K&E team re same (.2).
8/23/17	Matthew Fagen	5.10	Coordinate with K&E team re rights offering and backstop funding (1.2); coordinate with K&E team re invoicing (.3); correspond with K&E team re informal plan and confirmation order compromises (.7); communicate with K&E team re claims stipulation (.6); coordinate research re informal plan objections (.6); draft consent extension agreement re lease assumption/rejection determinations (.7); review and analyze correspondence re same (.4); telephone conference with consultants team re same (.6).
8/24/17	Anup Sathy, P.C.	2.00	Review and analyze release and plan issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/24/17	Scott Lerner	3.70	Telephone conference with G. Balassa and M. Power re litigation schedule (.5); correspond with M. Power re same (.2); review and analyze draft confirmation brief (.6); review and edit Mesterharm declaration in support of confirmation (2.1); correspond with B. Tyson re Kurtz declaration (.3).
8/24/17	Steven Serajeddini	3.10	Correspond and conference with K&E team, opposing counsel, Company re plan issues (1.9); review and analyze same (.6); review and revise documents re same (.6).
8/24/17	Craig J Garvey	.30	Review and analyze matters re escrow agent and funding and correspond with Milbank re same.
8/24/17	Craig J Garvey	.40	Attend organizational meeting re emergence matters.
8/24/17	Craig J Garvey	.80	Review and analyze matter re cancellation of Gymboree notes and correspond with Prime Clerk re same.
8/24/17	Craig J Garvey	2.60	Review and analyze issues re emergence, including review of RSA, BCA and Rights Offering procedures.
8/24/17	Ben Tyson	1.30	Draft declaration for D. Kurtz re confirmation hearing.
8/24/17	Ben Tyson	1.80	Review and analyze banker valuation work (.4); draft declaration for D. Kurtz for confirmation hearing (1.4).
8/24/17	Merrick Doll	.70	Telephone conference with K&E team re closing checklist (.2); analyze issues re same (.2); all-hands telephone conference with K&E team re emergence status (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/24/17	John Peterson	.30	Review and revise confirmation presentation re based on firm precedent (.1); research relevant information re same (.2).
8/24/17	John Peterson	.20	Telephone conference with K&E team re confirmation work in process.
8/24/17	Allyson Smith	.30	Telephone conference with K&E team re confirmation work in process.
8/24/17	Patrick Venter	.70	Review and analyze objections to plan confirmation (.3); draft summary re same (.4).
8/24/17	Gerardo Mijares-Shafai	5.80	Research and summarize set off rights of creditors and ability for Debtor to confirm over related objections (1.9); revise confirmation order (1.2); research and summarize whether attorney fees are part of cure amount (.7); conference with K&E team re plan supplement amendments (.2); conference with L. Krucks re Committee objection to term loan deficiency claim (.1); review and analyze same, draft response re same (1.7).
8/24/17	Timothy Bow	.60	Telephone conference with M. Fagen and L. Krucks re confirmation workstreams (.3); telephone conference with K&E team re work in process (.2); review and analyze research re confirmation issue (.1).
8/24/17	Ryan Besaw	.20	Monitor docket & correspond with K&E team re filed objections.
8/24/17	Ryan Besaw	.30	Draft declaration in support of plan.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/24/17	Ciara Foster	.60	Revise plan objection tracker (.1); correspond with K&E team re same (.1); telephone conference with K&E team re confirmation work-streams (.2); telephone conference with K&E team re closing documents and plan supplement (.2).
8/24/17	Matthew Fagen	8.90	Telephone conference with T. Bow and L. Krucks re plan/objection response (.4); telephone conference re closing workstream (.3); telephone conference re real estate/assumed contracts (.5); telephone conference re insurance marketing process (.6); correspondence re same (.4); correspondence re filing removal extension motion (.4); communicate re rights offering (.5); communicate re notes distribution re plan settlement (.7); draft board deck re Tuesday board telephone conference (.7); review draft Kurtz declaration re confirmation (.5); review research re cure amounts (.4); communicate with multiple parties re informal plan objections (.9); correspondence re set off analysis (.4); review draft confirmation order and revise same (1.6); communicate re RSA milestones and extensions (.6).
8/25/17	Scott Lerner	2.00	Telephone conference with B. Tyson re Kurtz declaration (.2); correspond with M. Fagen re declarations (.1); conference with advisors re case status (.2); correspond with K&E team re same (.2); telephone conference with M. Roth re case status (.1); review U.S. Trustee objection (.3); review and edit draft Mesterharm declaration (.9).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/25/17	Steven Serajeddini	4.10	Correspond and conference with K&E team, opposing counsel, Company re plan issues (2.5); review and analyze same (.6); review and revise documents re same (1.0).
8/25/17	Craig J Garvey	1.50	Review and analyze transfer agency matters and correspond with AST, Prime Clerk and Milbank re same.
8/25/17	Craig J Garvey	3.50	Review and analyze matters re cancellation of notes and rights offering funding and correspond with filing agent and banker, M. Fagen re same.
8/25/17	Ben Tyson	2.30	Draft Kurtz declaration.
8/25/17	Merrick Doll	1.00	Review and analyze closing checklist re effective date requirements.
8/25/17	John Peterson	.20	Telephone conference with L. Krucks re confirmation hearing presentation.
8/25/17	John Peterson	.30	Telephone conference with K&E team re confirmation work in process.
8/25/17	Allyson Smith	.50	Review and analyze objection to confirmation of plan and log in tracker.
8/25/17	Allyson Smith	.30	Telephone conference with K&E team re confirmation work in process.
8/25/17	Patrick Venter	.90	Review and analyze objections to plan confirmation (.4); draft summary re same (.5).
8/25/17	Gerardo Mijares-Shafai	2.40	Research re lease assumption cure amount (.7); correspond with team re same (.1); review and summarize objections to plan in objection tracker (1.5); correspond with team re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/25/17	Gerardo Mijares-Shafai	.30	Conference with K&E team re confirmation work in process.
8/25/17	Laura Krucks	2.70	Review and analyze confirmation objections (1.1); coordinate with team re same (.6); review and revise confirmation order (1.0).
8/25/17	Ryan Besaw	.30	Monitor docket and correspond with team re confirmation objections.
8/25/17	Ciara Foster	1.70	Draft board resolutions to approve amendment to plan (.4); correspond with T. Bow re same (.1); revise plan to incorporate comments from M. Fagen (.3); correspond with M. Fagan re same (.2); telephone conference re confirmation workstreams with team (.2); review and revise confirmation brief (.3); correspond with team re same (.2).
8/25/17	Matthew Fagen	10.70	Review and revise draft confirmation brief (1.8); draft confirmation order (1.6); review declaration in support of confirmation (.4); correspond re same (.3); draft correspondence to board re committee settlement (.6); correspond re same (.3); review financing commitment letter and edit same (.6); telephone conference re same (.6); review and revise draft plan (.8); correspond re same (.4); review plan objections (1.6); telephone conference with K&E team re same (.6); revise draft board deck re plan settlement (.7); telephone conference with Prime Clerk re rights offering (.4).
8/26/17	Craig J Garvey	.50	Review and analyze correspondence re rights offering and funding matters.
8/26/17	Ben Tyson	.40	Draft declaration for D. Kurtz for confirmation hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/26/17	Gerardo Mijares-Shafai	.60	Review and revise confirmation order (.4); correspond with L. Krucks re same (.1); correspond with team re objection tracker and set-off rights request from Commonwealth PA and TX Comptroller (.1).
8/26/17	Matthew Fagen	.90	Edit plan draft and send same to party (.6); conferences re draft confirmation order (.3).
8/27/17	Gabor Balassa, P.C.	.30	Review and analyze draft Kurtz declaration and correspond with B. Tyson re same.
8/27/17	Anup Sathy, P.C.	1.00	Analyze plan issues.
8/27/17	Craig J Garvey	.30	Review and analyze correspondence re rights offering and funding matters.
8/27/17	Matthew Fagen	.90	Correspond with K&E team re rights offering, plan settlement.
8/28/17	Gabor Balassa, P.C.	.30	Review and analyze draft Kurtz declaration and correspond with B. Tyson re same (.2); telephone conference with M. Roth re confirmation hearing (.1).
8/28/17	Anup Sathy, P.C.	1.00	Analyze confirmation issues and strategy.
8/28/17	Maureen McCarthy	.30	Telephone conference with working group re confirmation hearing.
8/28/17	Scott Lerner	.20	Correspond with K&E team re status of declarations (.1); correspond with M. Fagen re same (.1).
8/28/17	Steven Serajeddini	3.70	Correspond with working group and opposing counsel re plan issues (2.9); review and analyze same (.8).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/28/17	Craig J Garvey	.40	Review and analyze registration rights agreement and correspond with Milbank re same.
8/28/17	Craig J Garvey	.40	Review and analyze matters re funding and correspond with Milbank and Prime Clerk re same.
8/28/17	Craig J Garvey	.70	Review and analyze confirmation order and correspond with D. Myers and L. Krucks re same.
8/28/17	Craig J Garvey	1.50	Review and analyze matters re transfer agency and issuance of stock at emergence (1.0); correspond with K. Frank, Milbank, and AST re same (.5).
8/28/17	Craig J Garvey	1.80	Review and analyze matters re private placement and backstop commitment agreement.
8/28/17	Ben Tyson	.60	Draft Kurtz and Tempke declaration.
8/28/17	Merrick Doll	1.10	Review and comment on corporate aspects of draft confirmation order (.7); correspond with bankruptcy team re same (.4).
8/28/17	Gerardo Mijares-Shafai	.80	Conference with L. Krucks re confirmation order (.1); revise same (.2); update confirmation objection tracker (.4); conference with L. Krucks re plan supplement and revise same (.1).
8/28/17	Gerardo Mijares-Shafai	.30	Telephone conference with K&E team re confirmation work in process.
8/28/17	Laura Krucks	2.80	Telephone conferences re confirmation workstreams (.3); telephone conference with Creditors' Committee re plan (.3); telephone conferences re cure amounts (.9); review and revise confirmation order (1.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/28/17	Timothy Bow	2.70	Telephone conference with K&E team re confirmation workstream updates (.4); telephone conference with Committee re plan comments (.3); review and revise confirmation declaration (1.6); review and revise Kurtz confirmation declaration (.4).
8/28/17	Ryan Besaw	.80	Review and analyze docket and correspond with K&E team re objections (.4); produce binder and index re objections (.4).
8/28/17	Ciara Foster	1.10	Review and revise declaration in support of confirmation (.6); correspond with K&E team re same (.2); telephone conference with K&E team re confirmation (.3).
8/28/17	Matthew Fagen	8.80	Coordinate with K&E team re resolution of confirmation objections (1.2); telephone conference with team re same (.6); analyze objection tracker (.5); telephone conference with committee re plan (.4); review and revise draft re same (.8); telephone conference with advisory team re cure and other objections (.7); correspond with counterparties re same (.4); review and revise draft declaration in support of confirmation (.6); revise draft board deck and coordinate re distribution (1.2); correspond with directors re agreement in principle with Committee (.3); coordinate re blowout materials (.4); further communications re plan objections and potential resolutions (1.7).
8/29/17	Gabor Balassa, P.C.	.20	Review and analyze draft J. Mesterharm declaration.
8/29/17	Anup Sathy, P.C.	1.50	Analyze confirmation issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/29/17	Scott Lerner	1.60	Conference with B. Tyson and Lazard team re Lazard declaration (.3); review and revise same (.2); review and revise Mesterharm declaration and circulate same (1.1).
8/29/17	Steven Serajeddini	3.80	Correspond with K&E team, opposing counsel re plan issues (1.9); review and analyze same (.8); review and revise documents re same (1.1).
8/29/17	Craig J Garvey	.20	Review and analyze matters re cancellation of notes and rights offering funding and correspond with BAML re same.
8/29/17	Craig J Garvey	.50	Correspond with deal team re blowout materials.
8/29/17	Craig J Garvey	.50	Review and analyze Blue Sky matters (.4); correspond with P. Zier re same (.1).
8/29/17	Craig J Garvey	2.20	Review and analyze transfer agent documentation (1.0); correspond with AST and K. Frank re same (.1); analyze and revise transfer agency agreement (.8); correspond with K. Frank re same (.3).
8/29/17	Craig J Garvey	3.90	Review and analyze issues and calculations re rights offering, funding notices (3.4); correspond with working group re same (.5).
8/29/17	Craig J Garvey	.30	Telephone conference with K&E team re emergence organizational.
8/29/17	Ben Tyson	.40	Review Kurtz and Tempke declaration with Lazard team.
8/29/17	Ben Tyson	2.40	Draft Kurtz and Tempke declaration.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/29/17	Kevin Frank	2.00	Conference with transfer agent re required documentation (.7); revise transfer agent agreement (1.3).
8/29/17	Merrick Doll	.80	Telephone conference re emergence status (.3); review and analyze amended and restated charters re corporate subsidiaries (.5).
8/29/17	Gerardo Mijares-Shafai	2.60	Conference with S. Serajeddini and M. Fagen re objections to plan and resolution re confirmation (.5); correspond with L. Krucks and C. Foster re same (.5); revise objection tracker and correspond with M. Fagen re same (.3); conference with M. Fagen re same (.1); conference with landlord counterparties re resolution of objections (.7); conference with K&E corporate team re plan supplement revisions (.2); conference with consultant team and M. Fagen re informal objection resolution (.3).
8/29/17	Laura Krucks	4.00	Telephone conference with K&E team re outstanding objections (.5); telephone conference re plan supplement (.9); review and analyze plan objections (2.4); review and revise voting report (.2).
8/29/17	Timothy Bow	8.20	Review and revise plan (3.6); correspond with Milbank and Committee re same (.3); attend telephone conference re board meeting (1.3); telephone conference with K&E team re confirmation issues (.5); review and analyze plan objections (.8); conferences with K&E team re same (.3); conferences with Committee counsel re same (.3); correspond with Committee and Milbank re revised plan issues (1.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/29/17	Ciara Foster	2.40	Revise objection tracker (1.2); correspond with K&E team re declarations in support of confirmation (.3); telephone conference with K&E team re plan objections (.5); telephone conference with K&E team and consultants team re cure objections (.4).
8/29/17	Matthew Fagen	8.60	Review and revise tracker of plan objections (1.4); telephone conference with K&E team re potential resolution of same (.8); implement resolution steps (.4); correspond with certain parties re resolution (.4); analyze plan issues (.4); review and revise draft plan and correspond re same (2.2); review and revise draft confirmation brief and correspond re same (.7); telephone conference with K&E team re assumption/rejection schedules (.7); telephone conference with K&E team re cure claim resolution (.4); attend board telephone conference (1.2).
8/30/17	Gabor Balassa, P.C.	2.80	Review and analyze draft declarations for confirmation and circulate comments re same (2.0); telephone conferences with S. Lerner and B. Tyson re hearing planning and declarations (.4); telephone conference with J. Sussberg and MTO re hearing (.4).
8/30/17	Michelle Kilkenney, P.C.	.50	Review and analyze various correspondence re confirmation (.3); review revised drafts of term sheet (.2).
8/30/17	Maureen McCarthy	2.20	Draft and finalize notice of filing of revised amended plan of reorganization (1.3); draft notice of filing of amended plan supplement (.9).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/30/17	Joshua A Sussberg, P.C.	.60	Telephone conference with bankers re confirmation (.2); correspond with K&E team re same (.2); telephone conference with advisors re next steps and status (.2).
8/30/17	Scott Lerner	2.90	Review and revise draft declarations in support of confirmation (2.1); telephone conference with K&E and advisor teams re confirmation hearing (.4); telephone conference with G. Balassa and B. Tyson re strategy for confirmation hearing (.4).
8/30/17	Steven Serajeddini	4.20	Correspond with K&E team and opposing counsel re plan issues (2.2); review and analyze same (1.1); review and revise documents re same (.9).
8/30/17	Craig J Garvey	1.00	Review and analyze transfer agent documentation and correspond with AST and K. Frank re same (.4); analyze and revise transfer agency agreement (.4); correspond with K. Frank re same (.2).
8/30/17	Craig J Garvey	1.40	Review and analyze BCA issues re rights offering and funding notices (1.1); correspond with working group re same (.3).
8/30/17	Craig J Garvey	3.50	Review and analyze blowout matters (3.0); correspond with Milbank, Lazard, and deal team re blowout materials (.5).
8/30/17	Ben Tyson	.10	Draft Kurtz and Tempke declaration.
8/30/17	Ben Tyson	.50	Review and analyze Munger Tolles report.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/30/17	Ben Tyson	.80	Attend telephone conference with S. Lerner and G. Balassa re Munger Tolles report (.3); attend telephone conference with Munger Tolles re report (.3); analyze report (.2).
8/30/17	Merrick Doll	2.00	Review and analyze amended and restated charters re corporate subsidiaries (1.4); correspond with bankruptcy team and Milbank re same (.6).
8/30/17	John Peterson	.10	Telephone conference re confirmation work in process.
8/30/17	Allyson Smith	.40	Attend telephone conference with K&E team and consultants re cure issues (.3); draft summary re same (.1).
8/30/17	Gerardo Mijares-Shafai	3.80	Correspond with L. Krucks re confirmation order language (.2); conference with M. Fagen, L. Krucks, and T. Bow re objections to plan (.2); correspond with landlords re resolution of objections to plan (1.3); conference with U.S. Trustee re objection to plan (.3); draft form correspondence re landlord objections (.3); correspond with L. Krucks re same (.1); revise tracker (.4); revise 1129(a)(5) disclosures and correspond with Company re same (.5); research set-off precedent re confirmation order (.5).
8/30/17	Gerardo Mijares-Shafai	.10	Conference with K&E team re confirmation work in process.
8/30/17	Laura Krucks	2.50	Review and revise confirmation order.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/30/17	Laura Krucks	5.50	Review and analyze objections (1.0); prepare for confirmation hearing and analyze issues re same (2.9); review and revise confirmation order (1.4); review voting report and correspond with Prime Clerk re same (.2).
8/30/17	Anthony C Abate	.60	Review and revise notice of redline of first amended plan (.2); create and update plan supplement notice (.4).
8/30/17	Timothy Bow	4.90	Telephone conference re U.S. Trustee objection (.5); prepare for confirmation hearing and correspond with objecting parties, resolve same (2.7); review and revise chapter 11 plan and prepare same re filing (1.7).
8/30/17	Ciara Foster	2.20	Review and revise plan (.3); correspond with K&E team re same (.2); telephone conference with T. Bow re same (.1); review and revise objection tracker (.3); correspond with K&E team re same (.3); telephone conference with G. Mijares-Shafai re same (.2); telephone conference with informal cure objector (.2); correspond with K&E and AlixPartners teams re same (.2); correspond with K&E team re declarations in support of confirmation (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/30/17	Matthew Fagen	7.10	Correspond with K&E team re objection resolutions (1.6); review revised draft plan and notice and correspond with T. Bow re same (.8); correspond with K&E team re exit financing (.7); review and revise draft confirmation declaration (1.2); review and revise draft confirmation brief (.8); telephone conference with K&E team re anticipated effective date (.5); correspond with K&E team re backstop commitment funding notices (.4); review lease consent extensions (.3); review research re objections (.4); correspond with K&E team re exit financing cleanse (.4).
8/31/17	Gabor Balassa, P.C.	.70	Correspond with S. Lerner and B. Tyson re confirmation and conference with S. Lerner re same (.4); review draft affidavits and correspond with K&E team re confirmation (.3).
8/31/17	Anup Sathy, P.C.	2.00	Analyze confirmation issues.
8/31/17	Maureen McCarthy	2.30	Draft confirmation hearing agenda.
8/31/17	Joshua A Sussberg, P.C.	1.10	Correspond with K&E team re declarations, review and analyze same (.2); revise Winograd documents (.2); telephone conference with J. Belitsos re status of same (.1); conference re same with M. Fagen (.2); telephone conference with S. Goldman re same (.2); telephone conference with S. Winograd re status, re same (.2).
8/31/17	Scott Lerner	.70	Telephone conference with K&E team and advisors re status of declarations (.4); review and analyze latest versions of same (.1); conference with G. Balassa re confirmation hearing (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/31/17	Steven Serajeddini	4.20	Correspond with K&E team and opposing counsel re plan issues (2.1); review and analyze same (1.6); review and revise documents re same (.5).
8/31/17	Craig J Garvey	.30	Arrange organizational telephone conference re emergence matters.
8/31/17	Craig J Garvey	.30	Correspond with Prime Clerk re emergence matters and rights offering refunds.
8/31/17	Craig J Garvey	.70	Prepare posting of notice (.4); correspond with Milbank re same (.3).
8/31/17	Craig J Garvey	1.80	Review and draft registration rights agreement and analyze issues re same (1.2); correspond with P. Denaro re same (.6).
8/31/17	Ben Tyson	.60	Draft Kurtz and Tempke declarations.
8/31/17	Merrick Doll	.80	Review and analyze amended and restated charters for corporate subsidiaries and correspond with Milbank re same (.6); telephone conference with K&E team re emergence status (.2).
8/31/17	John Peterson	.50	Telephone conference with K&E team re objections to plan.
8/31/17	John Peterson	1.50	Prepare confirmation presentation for confirmation hearing.
8/31/17	John Peterson	.40	Telephone conference with K&E team re confirmation workstreams.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/31/17	Gerardo Mijares-Shafai	4.90	Conference with K&E team re work in process (.7); revise section 1129(a)(5) disclosure re plan supplement and correspond with K&E team re same (.4); conference with L. Krucks re objections to plan (.3); correspond with K&E team and landlord counterparties re same (2.9); conference with K&E team re plan supplement revisions and filing (.1); conference with AlixPartners and K&E team re informal cure objections (.3); revise plan supplement notice (.2).
8/31/17	Laura Krucks	7.40	Review and analyze objections (4.0); review and revise confirmation order (3.0); correspond with objecting parties (.2); analyze issues re same (.2).
8/31/17	Anthony C Abate	1.00	Review and revise September 7 confirmation hearing agenda (.6); update with newly filed objections (.4).
8/31/17	Timothy Bow	3.80	Telephone conference with M. Fagen and L. Krucks re confirmation workstreams (.3); conferences with K&E team re confirmation workstreams (.7); resolve confirmation objections (.5); research re 1146 (.6); conference with S. Serajeddini re same (.2); review and revise confirmation brief (.6); review and revise objection tracker for filing (.9).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/31/17	Ciara Foster	9.90	Telephone conference with K&E team re confirmation (.8); review and revise confirmation brief to incorporation citations to declarations (1.5); review and revise objection tracker (3.5); correspond with K&E team re same (.8); telephone conference with K&E team and AlixPartners team re cure objections (.4); correspond with K&E team re objections to confirmation brief (.4); review and revise confirmation brief to incorporate revisions from M. Fagen (.7); review and revise confirmation brief to correspond with Mesterharm declaration (.7); correspond with Alston Bird re cure objection (.4); correspond with M. Repko re same (.2); correspond with S. Serajeddini re objection status (.3); telephone conference with K&E team re plan supplement (.2).
8/31/17	Ciara Foster	.20	Telephone conference with K&E team re confirmation work in process.
8/31/17	Matthew Fagen	13.40	Review and revise draft plan supplement notice and documents (1.4); correspond with M. McCarthy re same and filing of same (.5); review and revise draft confirmation brief (3.3); review and revise draft objection response tracker (1.2); review and revise draft objection reply (3.8); telephone conferences with K&E team re same (1.4); review comments re confirmation order (.6); correspond with K&E team re same (.4); correspond with K&E team re objection resolutions (.8).
		593.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186397
Client Matter: 42462-14

In the matter of Employee Issues

For legal services rendered through August 31, 2017 (see attached Description of Legal Services for detail)	\$ 15,343.00
For expenses incurred through August 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 15,343.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	2.00	835.00	1,670.00
Matthew Fagen	4.40	955.00	4,202.00
Richard W Kidd	.50	1,295.00	647.50
Maureen McCarthy	1.40	390.00	546.00
Scott D Price	3.10	1,475.00	4,572.50
William T Pruitt	.60	1,015.00	609.00
Allyson Smith	4.80	645.00	3,096.00
TOTALS	16.80		\$ 15,343.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	Richard W Kidd	.50	Telephone conference with Company to discuss tax issue re severance payments (.2); coordinate with tax team (.1); follow up with K&E team re same and review response (.2).
8/08/17	Maureen McCarthy	1.40	Draft motion to filed redacted version of employment agreement motion (1.0); search and distribute precedent re same (.4).
8/08/17	Scott D Price	1.30	Correspond with K&E team re severance plans and employee policies.
8/08/17	Allyson Smith	.20	Correspond with M. McCarthy re motion to seal employment information.
8/09/17	Allyson Smith	2.00	Draft motion to seal (1.0); review and analyze precedent re same (.6); review and revise same (.4).
8/10/17	Scott D Price	.80	Analyze issues re MIP.
8/10/17	Allyson Smith	2.60	Revise employment agreement motion and motion to seal (2.4); correspond with T. Bow re same (.2).
8/10/17	Timothy Bow	1.90	Review and revise employment agreement motion and motion to seal re same.
8/10/17	Matthew Fagen	1.50	Telephone conference with K&E team re MIP (.6); analyze documents re same (.3); review and comment on Canales employment motion (.6).
8/14/17	Timothy Bow	.10	Review and analyze employment agreement motion.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/14/17	Matthew Fagen	1.30	Review and revise draft employment agreement motion.
8/15/17	Scott D Price	1.00	Correspond with K&E team re incentive arrangements.
8/15/17	Matthew Fagen	1.60	Review and analyze employee motion (.4); review and analyze MIP documents (.6); telephone conference with K&E team re same (.6).
8/24/17	William T Pruitt	.60	Analyze go-forward D&O insurance policy (.3); telephone conference with Company and broker re same (.3).
		16.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186398
Client Matter: 42462-15

In the matter of Executory Contracts, Unexpired Leases

For legal services rendered through August 31, 2017 (see attached Description of Legal Services for detail)	\$ 47,402.00
For expenses incurred through August 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 47,402.00

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

15 - Executory Contracts, Unexpired Leases

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	31.80	835.00	26,553.00
John G Caruso	1.00	1,195.00	1,195.00
Matthew Fagen	10.60	955.00	10,123.00
Ciara Foster	14.00	645.00	9,030.00
Laura Krucks	.60	835.00	501.00
TOTALS	58.00		\$ 47,402.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	Timothy Bow	3.30	Review and analyze lease side letter agreements (.7); telephone conference with Company and advisors re lease amendments (.5); review and analyze amended leases (2.1).
8/01/17	Matthew Fagen	1.40	Analyze draft lease amendments (.8); analyze correspondence re same (.3); telephone conference with Company re Dixon lease (.3).
8/02/17	Timothy Bow	.90	Review and analyze lease side letters (.7); correspond with Company advisors re same (.2).
8/02/17	Ciara Foster	.60	Correspond with K&E team re stub rent (.3); telephone conference with Company counsel re same (.1); correspond with same re same (.2).
8/02/17	Matthew Fagen	.80	Review and analyze draft lease side letters (.6); correspond with Company and advisors re same (.2).
8/02/17	Matthew Fagen	.60	Analyze Oracle issue (.4); analyze correspondence re same (.2).
8/03/17	Timothy Bow	1.60	Review and analyze lease issues and letter agreements (1.1); prepare for and attend telephone conference with Company and advisors re status (.5).
8/03/17	Matthew Fagen	1.10	Correspond with Company re leases (.4); review and analyze same (.7).
8/04/17	Timothy Bow	1.20	Review and analyze lease letter agreements and amendments.
8/04/17	Matthew Fagen	.60	Review and analyze lease side letters (.4); correspond with Company and advisors re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/07/17	Timothy Bow	6.40	Telephone conference with A&G re lease review process (.1); review and analyze letter agreements (1.4); review and analyze lease amendments (3.9); telephone conference with M. Fagen re same (.1); telephone conferences with AlixPartners, C. Foster re letter agreements (.6); telephone conference with F. Ringel re letter agreement (.1); telephone conference with AlixPartners and K. Dewald re leases (.2).
8/07/17	Matthew Fagen	1.10	Telephone conference with T. Grossman re leases (.3); review and analyze leases (.8).
8/08/17	Timothy Bow	2.60	Review and analyze lease issues and letter agreements (1.8); review and analyze Rouse lease letter agreement (.2); correspond with AlixPartners and Company re same (.1); telephone conference with Company and advisor teams re lease updates (.5).
8/08/17	Matthew Fagen	1.40	Correspond with advisors re lease (.3); telephone conference with advisors re same (.4); analyze documents re same (.7).
8/09/17	Timothy Bow	1.10	Review and analyze lease issues and letter agreements.
8/09/17	Ciara Foster	2.70	Review and revise document tracking chart (1.5); correspond with T. Bow re same (.2); review and revise lease agreement letter (.5); correspond with K&E team, advisors, and Company re status of letter agreements (.5).
8/09/17	Matthew Fagen	1.20	Review and analyze draft lease amendments (.8); analyze correspondence re same (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/10/17	Timothy Bow	1.70	Telephone conference with K&E team, AlixPartners, A&G, and Company re lease workstream updates (.4); review and analyze lease amendments, letter agreements (.9); correspond with K&E team and company advisors re same (.4).
8/10/17	Matthew Fagen	.80	Correspond with AlixPartners team re leases (.5); telephone conference with AlixPartners team re same (.3).
8/11/17	John G Caruso	1.00	Analyze issues re leases (.5); telephone conference with M. Shultz and J. Walker re same (.5).
8/11/17	Timothy Bow	1.80	Review and revise bankruptcy-related provisions in lease amendments (.4); review and analyze lease letter agreements (1.4).
8/11/17	Matthew Fagen	1.60	Analyze lease amendments (.7); correspond with K&E team re contract schedules (.4); telephone conference with K&E team re same (.2); analyze correspondence re lease workstream (.3).
8/12/17	Timothy Bow	.20	Review and revise lease amendment (.1); correspond with K. Dewald re same (.1).
8/14/17	Timothy Bow	.40	Review and analyze lease letter agreements (.3); correspond with Company, A&G re same (.1).
8/15/17	Timothy Bow	1.10	Review and analyze lease letter agreements (.6); telephone conference with Company and company advisors re lease amendment updates (.5).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/15/17	Ciara Foster	.80	Telephone conference with Company, AG team, AlixPartners team, and K&E team re lease agreements (.5); correspond with K&E team re same (.3).
8/16/17	Ciara Foster	5.70	Research interaction between cure payments and indemnification obligations (3.5); telephone conference with Company re lease agreement (.4); telephone conference with T. Bow re same (.1); correspond with same re same (.5); correspond with K&E team re lease agreements (.5); correspond with Company re same (.2); analyze pending lease agreements (.5).
8/17/17	Timothy Bow	.50	Telephone conference with A&G, Company, AlixPartners re lease workstream updates.
8/17/17	Ciara Foster	1.40	Telephone conference with Company, AG team, AlixPartners team, and K&E team re status of lease negotiations (.4); correspond with K&E team re same (.5); analyze lease agreements (.5).
8/18/17	Timothy Bow	1.50	Review and analyze lease amendments (.5); correspond with M. Fagen, K. Dewald re same (.1); review and analyze lease letter agreements (.9).
8/20/17	Timothy Bow	1.40	Review and revise lease amendments.
8/21/17	Timothy Bow	.50	Telephone conference with landlord re restructuring website (.1); review and revise lease amendments (.2); correspond with K. Dewald, K&E team re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/22/17	Timothy Bow	.70	Correspond with landlord attorney re lease amendment (.2); attend store closing update telephone conference (.5).
8/22/17	Ciara Foster	.40	Telephone conference with Company, AG team, AlixPartners team, and K&E team re unexpired leases.
8/23/17	Timothy Bow	.30	Correspond with M. Fagen re assumed contracts (.1); correspond with AlixPartners re same (.1); correspond with contract counterparty re cure amount (.1).
8/23/17	Ciara Foster	.40	Review and revise lease agreement (.3); correspond with K&E team re same (.1).
8/24/17	Timothy Bow	1.80	Review and analyze lease amendments (.6); review and analyze store closing order re same (.2); telephone conference with Company, AlixPartners, A&G re store closing process (.5); telephone conference with K. Dewald, landlord re store closing issue (.5).
8/25/17	Ciara Foster	.70	Revise lease agreement letter (.2); correspond with K&E team re same (.1); telephone conference with T. Grossman (.2); correspond with Company and AlixPartners team re cure issues (.2).
8/28/17	Timothy Bow	.90	Telephone conference with K&E team, AlixPartners re assumption schedules.
8/28/17	Ciara Foster	.90	Telephone conference with AP team and K&E team re cure issues.
8/29/17	Laura Krucks	.60	Telephone conference with K&E team re closing stores.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/29/17	Timothy Bow	1.00	Review and analyze lease letter agreements (.2); telephone conference with AlixPartners, K&E team re assumption process (.8).
8/31/17	Timothy Bow	.90	Prepare for and attend lease amendment update telephone conference (.3); review and revise letter agreements, amendments (.2); telephone conference with AlixPartners re cure resolutions (.4).
8/31/17	Ciara Foster	.40	Telephone conference with K&E team, AlixPartners team and Company re lease agreements.
		58.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186399
Client Matter: 42462-16

In the matter of Fees, Employment Application & Objection

For legal services rendered through August 31, 2017 (see attached Description of Legal Services for detail)	\$ 24,504.00
For expenses incurred through August 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 24,504.00

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

16 - Fees, Employment Application & Objection

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	.60	240.00	144.00
Timothy Bow	.50	835.00	417.50
Matthew Fagen	4.10	955.00	3,915.50
Ciara Foster	11.10	645.00	7,159.50
Laura Krucks	5.60	835.00	4,676.00
Maureen McCarthy	4.20	390.00	1,638.00
Gerardo Mijares-Shafai	3.30	735.00	2,425.50
John Peterson	2.40	645.00	1,548.00
Allyson Smith	3.10	645.00	1,999.50
Patrick Venter	.90	645.00	580.50
TOTALS	35.80		\$ 24,504.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	Patrick Venter	.90	Correspond with Siegfried, T. Bow re Siegfried monthly application (.5); review and revise same (.4).
8/01/17	Laura Krucks	.30	Review and analyze OCP issues.
8/01/17	Laura Krucks	.40	Correspondence re amended OCP list (.2); review declarations of disinterestedness re same (.2).
8/01/17	Ciara Foster	.50	Review and analyze fee estimates (.3); correspond with K&E team and AlixPartners team re same (.2).
8/01/17	Matthew Fagen	.90	Review draft invoice re confidentiality and privilege.
8/02/17	Maureen McCarthy	.90	Draft notice of amended OCP list.
8/02/17	Matthew Fagen	1.10	Review and revise draft June invoice re privilege and compliance with local rules/guidelines.
8/03/17	Laura Krucks	.40	Correspond with Company re OCPs.
8/03/17	Ciara Foster	.30	Correspond with K&E team re Deloitte application.
8/03/17	Matthew Fagen	.80	Review and revise K&E June invoice (.6); correspond with K&E team re same (.2).
8/04/17	Ciara Foster	.50	Correspond with third-parties re outstanding invoices (.3); correspond with K&E team re same (.2).
8/04/17	Ciara Foster	1.70	Review and revise invoice for K&E fee application (1.5); correspond with K&E team re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/07/17	John Peterson	.30	Review declarations of disinterestedness (.2); correspond with L. Krucks re same (.1).
8/08/17	Maureen McCarthy	3.20	Draft and finalize K&E's first monthly fee statement.
8/08/17	John Peterson	.20	Review declarations of disinterestedness (.1); correspond with L. Krucks re same (.1).
8/08/17	Laura Krucks	.60	Correspond with Company and AlixPartners re OCPs.
8/08/17	Ciara Foster	1.20	Correspond with K&E team re weekly fee statement (.4); review weekly fee statement (.3); correspond with billing department re same (.3); correspond with K&E team re invoice review (.2).
8/08/17	Matthew Fagen	.50	Review and revise K&E fee statement.
8/09/17	Laura Krucks	.50	Correspond with Company re OCPs.
8/09/17	Ciara Foster	.50	Correspond with K&E team re billings to date (.2); correspond with K&E team re invoice review (.2); correspond with Company re July fee estimates for other professionals (.1).
8/10/17	John Peterson	.40	Review and revise July invoice in accordance with U.S. Trustee guidelines and local rules.
8/10/17	John Peterson	.20	Review declarations of disinterestedness (.1); correspond with L. Krucks re same (.1).
8/10/17	Allyson Smith	1.20	Review and revise invoice to ensure compliance with U.S. Trustee guidelines and confidentiality/privilege requirements.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/10/17	Gerardo Mijares-Shafai	.30	Review, revise July invoice in accordance with U.S. Trustee guidelines and local rules.
8/10/17	Laura Krucks	.50	Correspond with AlixPartners and Company re amended OCP list.
8/10/17	Ciara Foster	1.20	Review and revise invoices to ensure compliance with U.S. Trustee guidelines and confidentiality/privilege requirements.
8/14/17	Allyson Smith	1.10	Review KPMG fee application and correspond with K&E team re same (.7); telephone conference with KPMG re same (.3); circulate to Kutak for filing (.1).
8/17/17	Ciara Foster	1.40	Review and revise invoices for compliance with U.S. Trustee guidelines (1.2); correspond with billing department re same (.2).
8/18/17	John Peterson	.50	Review and revise invoice for compliance with U.S. Trustee guidelines.
8/18/17	Ciara Foster	.30	Correspond with K&E team re invoice review for compliance with U.S. Trustee guidelines.
8/20/17	Ciara Foster	2.50	Review and revise July invoices for compliance with U.S. Trustee guidelines.
8/21/17	John Peterson	.50	Review and revise July invoices for compliance with U.S. Trustee guidelines.
8/21/17	Allyson Smith	.80	Review and revise invoice to ensure compliance with U.S. Trustee guidelines and privilege/confidentiality requirements.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/21/17	Ciara Foster	.30	Telephone conference with Citibank re escrow account for professional fees (.1); correspond with T. Bow and AlixPartners team re same (.1); telephone conference with T. Bow re same (.1).
8/22/17	John Peterson	.20	Review and analyze docket for list of parties who filed OCP declarations of disinterest (.1); conference with L. Krucks re same (.1).
8/22/17	Ciara Foster	.70	Correspond with billing department re invoice review status (.2); correspond with K&E team and AlixPartners team re weekly fee statement (.2); correspond with Company re professional fee escrow (.3).
8/25/17	Maureen McCarthy	.10	Follow-up with J. Williams re filing of AP Services monthly staffing report.
8/25/17	John Peterson	.10	Review and analyze docket for declarations of disinterestedness.
8/28/17	Gerardo Mijares-Shafai	1.40	Conference with C. Foster re Deloitte retention application (.2); draft same (1.1); correspond with M. McCarthy re same (.1).
8/28/17	Laura Krucks	1.90	Review and revise invoices re privilege and U.S. Trustee issues.
8/29/17	Timothy Bow	.50	Review and revise fee statement to ensure compliance with U.S. Trustee guidelines (.4); correspond with K&E team re same (.1).
8/29/17	Ryan Besaw	.60	Draft Deloitte & Touche retention application.
8/30/17	Laura Krucks	1.00	Review and revise Deloitte retention application.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/30/17	Matthew Fagen	.80	Review and revise July invoice re confidentiality/privilege and compliance with guidelines/fee order.
8/31/17	Gerardo Mijares-Shafai	1.60	Review and revise Deloitte retention (1.4); conference re same with L. Krucks (.2).
		35.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186405
Client Matter: 42462-22

In the matter of Tax Issues

For legal services rendered through August 31, 2017
(see attached Description of Legal Services for detail) \$ 22,412.50

For expenses incurred through August 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 22,412.50

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

22 - Tax Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad Davis	12.70	1,125.00	14,287.50
Tatum Ji	.50	810.00	405.00
Alison A Skaife	8.00	965.00	7,720.00
TOTALS	21.20		\$ 22,412.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	Thad Davis	.30	Review and revise structure slides.
8/02/17	Thad Davis	.50	Conference with A. Skaife re withholding tax requirements (.3); telephone conference with Company re same (.2).
8/02/17	Alison A Skaife	1.10	Draft summary re withholding methods (.7); discuss withholding with T. Davis and K. Stella (.4).
8/02/17	Tatum Ji	.50	Review employment tax withholding correspondence.
8/03/17	Thad Davis	.20	Draft correspondence re structure slides (.1); review and analyze same (.1).
8/04/17	Thad Davis	.20	Draft correspondence re transaction steps.
8/08/17	Thad Davis	.30	Draft correspondence re exit structure.
8/10/17	Thad Davis	.50	Telephone conference with K. Morris re tax transaction steps (.2); meet with A. Skaife re same (.2); draft correspondence re same (.1).
8/11/17	Thad Davis	.70	Review and revise slides (.3); telephone conference with K. Morris re same (.4).
8/11/17	Alison A Skaife	.40	Attend telephone conference re structure.
8/15/17	Thad Davis	.40	Telephone conference with K. Morris re tax transaction steps.
8/15/17	Alison A Skaife	.20	Attend status telephone conference with K&E team.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/16/17	Thad Davis	.40	Draft correspondence re tax transaction steps.
8/16/17	Alison A Skaife	.20	Review and analyze tax structure.
8/17/17	Alison A Skaife	4.50	Review subscription agreements and correspond with M. Doll re same (2.5); draft restructuring transactions memorandum (1.0); attend status telephone conference with K&E team (.5); revise memorandum (.5).
8/18/17	Thad Davis	3.30	Telephone conference with Lazard re tax model (.6); telephone conferences with KPMG re same (1.0); draft correspondence re same (.2); review and revise asset purchase agreement (1.5).
8/19/17	Thad Davis	1.70	Telephone conference with S. Serajeddini re tax modeling (.3); telephone conference with KPMG re same (1.4).
8/21/17	Thad Davis	1.00	Telephone conferences with Company re tax structure (.5); telephone conference with Milbank re same (.5).
8/21/17	Alison A Skaife	.40	Discuss tax items with T. Davis and R. Kestenbaum.
8/22/17	Thad Davis	2.10	Telephone conference with Company re tax structure (.5); telephone conference with KPMG re same (.5); review and analyze models re same (.4) telephone conference with Milbank re same (.5); draft correspondence re same (.2).
8/22/17	Alison A Skaife	1.20	Attend status telephone conference (.3); attend telephone conference re asset sale (.9).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/28/17	Thad Davis	.50	Review and analyze confirmation order re tax issues.
8/30/17	Thad Davis	.30	Draft correspondence re tax model.
8/31/17	Thad Davis	.30	Draft correspondence re tax savings.
		21.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186407
Client Matter: 42462-24

In the matter of Use, Sale, Lease of Property

For legal services rendered through August 31, 2017
(see attached Description of Legal Services for detail) \$ 9,043.50

For expenses incurred through August 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 9,043.50

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

24 - Use, Sale, Lease of Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	1.40	240.00	336.00
Ciara Foster	13.50	645.00	8,707.50
TOTALS	14.90		\$ 9,043.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/07/17	Ciara Foster	6.00	Telephone conference with T. Bow and AlixPartners team re lease letter agreements (.3); telephone conference with T. Bow re same (.2); correspond with T. Bow re same (.5); review and analyze outstanding lease letter agreements (1.5); draft tracking chart (3.0); correspond with AlixPartners team re same (.5).
8/08/17	Ryan Besaw	1.40	Draft chart re store closing status.
8/08/17	Ciara Foster	3.20	Review and revise lease agreement tracker (1.5); review and revise lease letter agreement (1.0); participate in telephone conference with K&E team, AlixPartners team, A&G and Company re status (.5); correspond with T. Bow re same (.2).
8/10/17	Ciara Foster	4.30	Review and revise lease agreement tracking chart (1.5); correspond with K&E team and A&G team re same (.5); telephone conference with Company re same (.5); telephone conference with counsel to landlord (.3); correspond with K&E team, A&G team and Company re same (.3); review and revise lease agreement (.4); review and analyze tracking chart (.8).
		14.90	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186408
Client Matter: 42462-25

In the matter of Utilities

For legal services rendered through August 31, 2017
(see attached Description of Legal Services for detail) \$ 28,275.50

For expenses incurred through August 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 28,275.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	.40	835.00	334.00
Matthew Fagen	.40	955.00	382.00
Garry Hartlieb	8.70	735.00	6,394.50
Gerardo Mijares-Shafai	.10	735.00	73.50
John Peterson	32.70	645.00	21,091.50
TOTALS	42.30		\$ 28,275.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	John Peterson	2.90	Correspond and conference with multiple utilities providers and Company representatives re service continuance during bankruptcy.
8/01/17	Garry Hartlieb	1.40	Correspond with Company, AlixPartners, Prime Clerk re FPL check notice issue (.7); correspond with counsel to FPL re same (.2); telephone conference with FPL counsel re same (.1); resolve Johnson City Power Board shutoff notification (.2); correspond with AlixPartners team and Company re same (.2).
8/02/17	John Peterson	1.00	Correspond with utility parties re service shut offs at Gymboree store locations.
8/03/17	John Peterson	1.00	Telephone conference with Company and K&E team re utilities procedures.
8/03/17	John Peterson	2.60	Telephone conference with multiple parties re utility service shut offs (1.7); correspond with Company representatives re same (.9).
8/04/17	John Peterson	1.90	Telephone conference with multiple parties re utilities service shut offs (1.3); correspond with T. Bow re same (.6).
8/04/17	Garry Hartlieb	.40	Correspond with R. Johnson, J. Craig, L. Hamilton re FPL payment issues.
8/06/17	John Peterson	3.00	Correspond with Company re utilities issues (1.3); telephone conferences with multiple parties re utilities shut offs (1.7).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/07/17	John Peterson	1.80	Telephone conference with multiple utilities providers re service shut offs (1.3); correspond with G. Hartlieb and Company managers re same (.5).
8/07/17	Garry Hartlieb	.80	Correspond with J. Ivester, J. Peterson, R. Johnson re FPL payment issues (.7); telephone conference with J. Ivester re same (.1).
8/08/17	John Peterson	1.80	Telephone conference with multiple utility providers re service shut-offs (1.2); correspond with G. Hartlieb and Company representatives re same (.6).
8/08/17	Garry Hartlieb	.90	Telephone conference with Entergy re adequate assurance request (.1); correspond with J. Peterson, T. Bow, M. Fagen re same (.1); telephone conference with counsel re adequate assurance request (.4); telephone conference with J. Ivester re deposits at emergence and tracking of postpetition deposits (.3).
8/09/17	John Peterson	3.20	Telephone conference with multiple utility providers re service shut offs during bankruptcy (1.2); update utility tracker re same (.3); correspond with Company representatives re same (.4); telephone conferences with several parties re adequate assurance deposit accounts (.6); negotiate terms for additional assurance re same (.7).
8/09/17	Garry Hartlieb	.40	Correspond with J. Peterson re outstanding adequate assurance requests, including status of RingCentral inquiries.
8/09/17	Matthew Fagen	.40	Correspond with K&E team re utility providers.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/10/17	John Peterson	.50	Telephone conferences with utility providers re service shut offs during bankruptcy (.3); correspond with Company advisors re same (.2).
8/10/17	Garry Hartlieb	.30	Correspond with J. Peterson re status of open utilities inquiries.
8/11/17	John Peterson	.80	Telephone conferences with utilities provider re service disconnects during bankruptcy (.3); draft correspondence and advise Company advisor re deposit matters (.5).
8/11/17	Timothy Bow	.20	Review and analyze utilities matters (.1); correspond with J. Peterson re same (.1).
8/11/17	Garry Hartlieb	.50	Telephone conferences with D. Fixler re Hingham adequate assurance request (.4); correspond with AlixPartners re same (.1).
8/14/17	John Peterson	2.00	Telephone conference with providers re shut off issues (.8); telephone conferences with same re adequate assurance deposits (.3); correspond with G. Hartlieb re same (.2); correspond with Company advisors re same (.1); fax utilities orders to utilities providers re same (.3); update utility track to reflect notice parties (.3).
8/14/17	Gerardo Mijares-Shafai	.10	Conference with San Francisco water utilities division re proof of claim form.
8/14/17	Garry Hartlieb	1.10	Review and analyze post-petition invoice inquiry (.4); correspond with J. Peterson re same (.3); correspond with counsel re same (.2); correspond with Company, AlixPartners re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/15/17	John Peterson	1.70	Telephone conference with multiple utilities providers re deposit issues and shut offs (.7); fax utilities order to parties re same (.3); correspond with Company re same (.6); correspond with G. Hartlieb re same (.1).
8/15/17	Garry Hartlieb	.70	Correspond with counsel re account shutoff and payment request (.5); correspond with Company, AlixPartners, J. Peterson re same (.2).
8/16/17	John Peterson	1.50	Telephone conference with multiple utilities providers re utilities services shut offs (1.0); correspond with Company advisors re same (.2); correspond with G. Hartlieb re same (.2); telephone conference with T. Bow re same (.1).
8/16/17	Garry Hartlieb	.80	Correspond with Company, J. Peterson re status of open utilities issues (.6); research status of outstanding payments and correspond with Company re same (.2).
8/17/17	John Peterson	1.00	Telephone conference with the L.A. department of water and power re service shut off (.5); correspond with Company re same (.5).
8/17/17	John Peterson	1.30	Telephone conference with multiple utilities providers re service shut offs (.7); update tracker (.1); telephone conference with Company and advisors re utilities issues (.5).
8/17/17	Timothy Bow	.20	Telephone conference with Company re utilities issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/17/17	Garry Hartlieb	1.10	Correspond with J. Peterson re open utilities items (.3); telephone conference with Company re open utility items (.4); review and analyze disconnection correspondence (.2); correspond and telephone conference re disconnection of service (.2).
8/21/17	John Peterson	1.50	Telephone conference with multiple utilities providers re shut down service (.8); telephone conference with utility providers re adequate assurance deposit requests (.7).
8/22/17	John Peterson	.60	Correspond with attorney re adequate assurance deposit amount (.3); correspond with Company advisors re deposit account (.1); telephone conference with attorney re same (.1); correspond with board of public utilities re adequate assurance (.1).
8/23/17	John Peterson	1.00	Telephone conference with multiple utility providers re utilities service disconnections (.6); fax bankruptcy court order to same (.1); update Company tracker re same (.2); correspond with Company advisors re same (.1).
8/24/17	John Peterson	.10	Correspond with counsel re adequate assurance deposit increase.
8/25/17	John Peterson	.50	Telephone conference with vendor re bankruptcy order and alter billing system.
8/30/17	John Peterson	.50	Telephone conference with attorney re adequate assurance (.3); correspond with G. Hartlieb re same (.1); telephone conferences with utility providers re service shut offs at store locations (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/30/17	Garry Hartlieb	.30	Correspond with J. Peterson, T. Bow re adequate assurance inquiry (.1); review and analyze notes re same (.1); telephone conference with J. Peterson re same (.1).
8/31/17	John Peterson	.50	Telephone conference re continued utility service.
		42.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186409
Client Matter: 42462-26

In the matter of Vendor and Supplier Issues

For legal services rendered through August 31, 2017
(see attached Description of Legal Services for detail) \$ 4,010.00

For expenses incurred through August 31, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 4,010.00

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

26 - Vendor and Supplier Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Timothy Bow	.30	835.00	250.50
Matthew Fagen	.40	955.00	382.00
Laura Krucks	.70	835.00	584.50
Gerardo Mijares-Shafai	3.80	735.00	2,793.00
TOTALS	5.20		\$ 4,010.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/01/17	Gerardo Mijares-Shafai	1.20	Correspond with Prime Clerk and AlixPartners team re Google payment issues (.7); conference with L. Krucks re same (.1); correspond with M. Repko re Enspire contract and correspond with L. Krucks re same (.4).
8/02/17	Gerardo Mijares-Shafai	.10	Correspond with L. Krucks re Zulily payment.
8/02/17	Laura Krucks	.70	Telephone conference re vendor issues.
8/03/17	Gerardo Mijares-Shafai	.40	Correspond and conference with AlixPartners and K&E teams re outstanding payment to Google.
8/04/17	Gerardo Mijares-Shafai	.30	Correspond with K&E team and M. Repko re Google vendor payment.
8/08/17	Gerardo Mijares-Shafai	1.10	Correspond with AlixPartners and K&E teams re Google vendor payment (.3); conference with L. Krucks and M. Repko re same (.4); conference with Google re same (.4).
8/09/17	Gerardo Mijares-Shafai	.20	Correspond and conference with K&E team and White and Williams re Google vendor payment.
8/09/17	Matthew Fagen	.40	Correspond with Company re vendor matters.
8/10/17	Gerardo Mijares-Shafai	.50	Correspond with L. Krucks and AlixPartners team re Enspire vendor agreement (.3); conference re same with L. Krucks (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
8/22/17	Timothy Bow	.30	Review and analyze vendor issues (.2); correspond with AlixPartners re same (.1).
		5.20	TOTAL HOURS

September 2017

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 27, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5210906
Client Matter: 42462-7

In the matter of Case Administration

For legal services rendered through September 7, 2017
(see attached Description of Legal Services for detail) \$ 408.00

For expenses incurred through September 7, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 408.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	1.20	240.00	288.00
Julia Foster	.50	240.00	120.00
TOTALS	1.70		\$ 408.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/01/17	Ryan Besaw	.20	Correspond with K&E team re recently filed pleadings.
9/05/17	Ryan Besaw	.20	Correspond with K&E team re recently filed pleadings.
9/06/17	Ryan Besaw	.50	Correspond with K&E team re recently filed pleadings (.3); review and summarize messages in case voice mailbox (.2).
9/07/17	Julia Foster	.50	Prepare and distribute recently filed pleadings.
9/07/17	Ryan Besaw	.30	Correspond with K&E team re recently filed pleadings.
		1.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 27, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5210908
Client Matter: 42462-9

In the matter of Corporate and Securities Matters

For legal services rendered through September 7, 2017 (see attached Description of Legal Services for detail)	\$ 26,495.00
For expenses incurred through September 7, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 26,495.00

Legal Services for the Period Ending September 7, 2017

The Gymboree Corporation

9 - Corporate and Securities Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Sharon Alvizu	6.50	390.00	2,535.00
Merrick Doll	1.50	835.00	1,252.50
Kevin Frank	7.90	905.00	7,149.50
Craig J Garvey	8.80	1,035.00	9,108.00
Paul Zier	6.00	1,075.00	6,450.00
TOTALS	30.70		\$ 26,495.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/01/17	Paul Zier	3.00	Review and revise Blue Sky analysis (2.5); conference with C. Garvey re case strategy (.5).
9/01/17	Craig J Garvey	.80	Correspond with P. Zier and B. Stewart re Blue Sky matters (.5); analyze documentation re same (.2); review and analyze transfer agency matters (.1).
9/05/17	Sharon Alvizu	3.00	Research, order, obtain and review charters and good standings.
9/05/17	Paul Zier	3.00	Review and analyze information re transaction/investors (1.8); review and revise Blue Sky analysis (1.2).
9/05/17	Craig J Garvey	1.00	Review and analyze matters re Reg D filing and Blue Sky failings (.7); correspond with team re same (.3).
9/05/17	Craig J Garvey	2.20	Review and analyze transfer agency matters (1.1); review and analyze documentation re same (.7); correspond with deal team re DTC matters (.4).
9/05/17	Kevin Frank	2.50	Review and revise DTC eligibility agreement (.8); conference with transfer agent re DTC eligibility process (1.0); conference with D. O'Shaughnessey re DTC eligibility process (.2); communications with L. Krucks and M. Doll re post-emergence entity structure (.5).
9/06/17	Sharon Alvizu	3.50	Order, obtain and review charters and good standings (2.8); research re same (.7).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/06/17	Craig J Garvey	3.80	Review and analyze transfer agency matters (3.4); correspond with Prime Clerk re DTC matters (.4).
9/06/17	Kevin Frank	2.60	Conference with Company re DTC eligibility (.3); conference with creditor's counsel and Prime Clerk re mechanics of equity issuance and revise corresponding documentation (2.3).
9/07/17	Craig J Garvey	1.00	Analyze and review transfer agency matters (.7); correspond with K. Frank re same (.3).
9/07/17	Kevin Frank	2.80	Coordinate execution of escrow agreement, registration rights agreement and related certificates (1.2); conference with Creditors' Counsel re issuance of new equity (.6); conference with transfer agent and Prime Clerk re DTC eligibility process and issuance of new equity (1.0).
9/07/17	Merrick Doll	1.50	Review and analyze corporate documentation (1.1); correspond with tax team and Company re same (.4).
		30.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 27, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5210911
Client Matter: 42462-12

In the matter of DIP, Cash Collateral, Cash Management

For legal services rendered through September 7, 2017 (see attached Description of Legal Services for detail)	\$ 9,052.50
For expenses incurred through September 7, 2017 (see attached Description of Expenses for detail)	<u>\$.00</u>
Total legal services rendered and expenses incurred	\$ 9,052.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Phil Giglio	1.50	905.00	1,357.50
Andrew Idrizovic	2.50	995.00	2,487.50
John Kefer	4.30	835.00	3,590.50
Matthew N Leist	2.20	735.00	1,617.00
TOTALS	10.50		\$ 9,052.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/05/17	Andrew Idrizovic	1.00	Correspond with ABL and term loan counsel re loan documents (.5); office conference with debt finance team re exit financing checklist (.5).
9/05/17	Phil Giglio	1.50	Review and analyze ICA opinion.
9/05/17	John Kefer	1.00	Office conference with K&E team re initial exit financing steps (.5); analyze correspondence re same (.3); correspond with K&E team re commitment papers (.2).
9/05/17	Matthew N Leist	.20	Review and analyze investment company act diligence worksheet.
9/05/17	Matthew N Leist	.20	Correspond with King & Spalding re insurance certificates.
9/05/17	Matthew N Leist	.20	Correspond with K&E specialists re exit timeline.
9/05/17	Matthew N Leist	.10	Correspond with K&E team re investment company act diligence.
9/05/17	Matthew N Leist	.30	Telephone conference with K&E team re exit facility.
9/05/17	Matthew N Leist	.30	Correspond with Gymboree re investment company act diligence.
9/05/17	Matthew N Leist	.50	Review and analyze DIP closing checklists re exit facility.
9/06/17	Andrew Idrizovic	1.00	Correspond with lenders counsel re exit documents (.5); coordinate exit deliverables internally (.5).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/06/17	John Kefer	2.80	Correspond with K&E team re searches (.5); analyze organization documents (2.0); correspond with local Virginia counsel re opinion (.3).
9/06/17	Matthew N Leist	.40	Analyze charters and good standings re loan parties (.3); correspond with King & Spalding re same (.1).
9/07/17	Andrew Idrizovic	.50	Telephone conference with Company re DIP reporting requirements.
9/07/17	John Kefer	.50	Correspond with K&E team re credit agreement and precedent documents.
		10.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 27, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5210912
Client Matter: 42462-13

In the matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through September 7, 2017 (see attached Description of Legal Services for detail)	\$ 253,355.50
For expenses incurred through September 7, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 253,355.50

Legal Services for the Period Ending September 7, 2017

The Gymboree Corporation

13 - Disclosure Statement, Plan, Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	17.90	1,325.00	23,717.50
Ryan Besaw	2.70	240.00	648.00
Timothy Bow	6.90	835.00	5,761.50
Thad Davis	3.30	1,125.00	3,712.50
Merrick Doll	3.10	835.00	2,588.50
Matthew Fagen	45.20	955.00	43,166.00
Ciara Foster	44.80	645.00	28,896.00
Julia Foster	.30	240.00	72.00
Craig J Garvey	4.60	1,035.00	4,761.00
Laura Krucks	46.00	835.00	38,410.00
Scott Lerner	21.00	930.00	19,530.00
Maureen McCarthy	11.80	390.00	4,602.00
Gerardo Mijares-Shafai	39.60	735.00	29,106.00
Kevin L Morris	.50	1,115.00	557.50
Dennis M Myers, P.C.	.50	1,445.00	722.50
Anup Sathy, P.C.	5.50	1,410.00	7,755.00
Steven Serajeddini	31.80	1,035.00	32,913.00
Alison A Skaife	.70	965.00	675.50
Allyson Smith	2.90	645.00	1,870.50
Joshua A Sussberg, P.C.	2.30	1,165.00	2,679.50
Ben Tyson	1.40	865.00	1,211.00
TOTALS	292.80		\$ 253,355.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/01/17	Gabor Balassa, P.C.	.40	Correspond with K&E teams re confirmation planning and organize materials for hearing preparation.
9/01/17	Anup Sathy, P.C.	1.50	Review, analyze correspondence and documents re confirmation.
9/01/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re confirmation strategy.
9/01/17	Scott Lerner	.30	Correspond with G. Balassa and J. Mesterharm re planning for confirmation hearing.
9/01/17	Steven Serajeddini	8.50	Correspond and conference with K&E team, clients, opposing counsel re chapter 11 plan (3.8); review and analyze matters re same (1.5); review and revise documents re same (3.2).
9/01/17	Craig J Garvey	3.20	Review and draft confirmation order (1.2); analyze open questions re same (1.6); correspond with P. Denaro re same (.4).
9/01/17	Ben Tyson	.20	Review and draft Kurtz and Tempke declarations re confirmation.
9/01/17	Gerardo Mijares-Shafai	6.30	Correspond with K&E team re revisions to confirmation order and landlord objections (3.2); correspond with landlords re same (2.4); research local rules re confirmation objection deadline (.3); correspond with K&E team re work in process for same (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/01/17	Laura Krucks	7.90	Review and revise confirmation order and consult with parties re same (3.2); review, analyze objections and correspond with landlords re same (3.7); review and revise voting report (.2); review and revise objection chart (.8).
9/01/17	Timothy Bow	.70	Correspond with parties re resolving confirmation objections (.4); correspond with K&E team re confirmation hearing preparation (.3).
9/01/17	Ryan Besaw	.50	Review and revise confirmation hearing agenda (.3); compile agenda items (.2).
9/01/17	Ciara Foster	6.60	Review and revise confirmation brief (2.5); review and revise objection tracker (1.2); correspond with K&E team re same (.4); correspond with K&E team and AlixPartners team re objections to plan (.3); review and revise confirmation presentation (2.0); telephone conference with AlixPartners and K&E teams re cure disputes (.2).
9/01/17	Ciara Foster	.90	Telephone conference with AlixPartners team, Company and A&G re lease agreements (.5); correspond with K&E team re same (.2); correspond with Company re lease agreement execution (.2).
9/01/17	Matthew Fagen	8.10	Review and revise draft confirmation brief (3.7); file same (.4); review and correspond with K&E team re draft declarations (1.3); review, draft objections (.9); telephone conference with AlixPartners team re same (.5); correspond with K&E team re same (.7); analyze correspondence re landlord disputes (.6).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/02/17	Merrick Doll	1.80	Review, analyze Mesterharm declaration (.8); correspond with restructuring team re same (.5); telephone conference with AlixPartners re same (.5).
9/02/17	Gerardo Mijares-Shafai	2.10	Review and revise landlord language for confirmation order and correspond with L. Krucks re same (.9); conference with K&E team re revisions to plan supplement (.8); conference with L. Krucks re revisions to confirmation order (.3); correspond with M. Fagen re same (.1).
9/02/17	Laura Krucks	4.80	Review and analyze plan objections (2.3); correspond with landlords re same (1.9); review and revise confirmation order (.6).
9/02/17	Timothy Bow	.50	Telephone conference with K&E team re priority confirmation items.
9/02/17	Ciara Foster	1.10	Telephone conference with AlixPartners team and K&E team re confirmation hearing (.8); correspond with same re confirmation hearing (.3).
9/02/17	Matthew Fagen	5.10	Review and analyze draft declarations and correspond with K&E team re same (2.6); review, analyze filing process and matters re same (.5); telephone conference with K&E team re confirmation work in process (.5); telephone conference with AlixPartners re confirmation hearing preparation (.9); analyze correspondence re same (.6).
9/03/17	Gabor Balassa, P.C.	.60	Review, analyze revised affidavits re confirmation.
9/03/17	Maureen McCarthy	1.50	Review and revise confirmation hearing agenda.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/03/17	Joshua A Sussberg, P.C.	.80	Review, analyze voting certification and correspond with K&E team re same (.3); review, analyze plan (.3); telephone conference with Prime Clerk re status (.1); correspond re same (.1).
9/03/17	Steven Serajeddini	4.70	Correspond with K&E team and opposing counsel re plan objections and work in process (2.4); review and analyze same (1.1); review and revise documents re same (1.2).
9/03/17	Craig J Garvey	.50	Analyze and review matters re plan confirmation (.3); correspond with K&E team re same (.2).
9/03/17	Allyson Smith	1.00	Draft section 1129 talking points for confirmation hearing.
9/03/17	Gerardo Mijares-Shafai	7.80	Correspond with K&E team re confirmation order (2.2); correspond with landlords re same (1.7); research and summarize same (3.9).
9/03/17	Laura Krucks	3.90	Review and revise confirmation order (1.8); analyze confirmation order and correspond with landlords re same (2.1).
9/03/17	Ciara Foster	1.50	Telephone conference with K&E team re confirmation hearing workstreams (.2); analyze cure objection issues (.3); correspond with K&E team re confirmation hearing workstreams (.5); review and revise confirmation hearing presentation (.5).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/03/17	Matthew Fagen	4.40	Correspond with K&E team re voting and voting report (1.4); review and revise draft confirmation order (1.2); correspond with K&E team re same (.5); correspond with K&E team re objection resolutions (.8); telephone conference with K&E team re confirmation work in process (.5).
9/04/17	Gabor Balassa, P.C.	3.60	Review, analyze documents and correspondence for confirmation hearing (3.1); telephone conference and correspond with team re same (.5).
9/04/17	Anup Sathy, P.C.	1.00	Review and analyze confirmation work in process.
9/04/17	Maureen McCarthy	3.30	Review and revise confirmation hearing agenda (1.5); search and distribute precedent re motion to seal certain exhibits to plan supplement (.4); draft notice of filing of second amended plan supplement (1.4).
9/04/17	Scott Lerner	3.30	Conference with K&E teams re strategy for confirmation hearing (.5); draft direct examination and cross preparation points re Mesterharm testimony (2.8).
9/04/17	Steven Serajeddini	4.50	Correspond with K&E team and opposing counsel re plan objections and work in process (2.9); review and analyze same (.9); review and revise documents re same (.7).
9/04/17	Craig J Garvey	.40	Review and analyze matters re plan confirmation (.3); correspond with K&E team re same (.1).
9/04/17	Ben Tyson	.50	Correspond with K&E team re confirmation hearing strategy.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/04/17	Allyson Smith	.50	Telephone conference with K&E team re confirmation hearing preparation.
9/04/17	Gerardo Mijares-Shafai	6.30	Correspond with K&E team and landlord counsel re landlord objections (3.1); draft talking points re same (1.4); research section 1141 precedent (1.3); revise objection summaries and hearing agenda (.5).
9/04/17	Laura Krucks	8.80	Telephone conference with K&E team re confirmation hearing (.5); review and revise confirmation order (2.3); research re objections (3.3); review and analyze landlord objections and correspond with counterparties re same (2.7).
9/04/17	Timothy Bow	1.50	Telephone conferences with K&E team re confirmation workstreams.
9/04/17	Ciara Foster	8.90	Review and revise confirmation hearing presentation (4.9); incorporate comments from M. Fagen re same (.8); incorporate comments from L. Krucks re same (.7); correspond with K&E team re same (.4); telephone conference with K&E team re confirmation workstreams (.5); correspond with K&E team re same (.4); review and revise confirmation hearing agenda (.3); review and revise objection tracker (.3); correspond with K&E team re same (.3); telephone conference with litigation team re confirmation hearing (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/04/17	Matthew Fagen	4.80	Correspond with K&E team re objection resolutions (1.3); review and revise talking points for confirmation hearing (.6); review and revise draft confirmation hearing presentation (1.3); telephone conference with team re confirmation hearing (.5); analyze correspondence re voting process and related issues (.6); telephone conference with litigation team re confirmation hearing preparation (.5).
9/05/17	Gabor Balassa, P.C.	4.10	Revise draft of direct examination outline and conferences with S. Lerner re same (3.4); organize materials for hearing (.5); correspond with K&E team re hearing planning (.2).
9/05/17	Anup Sathy, P.C.	1.50	Analyze confirmation work in process.
9/05/17	Thad Davis	.70	Telephone conference with Company re plan tax matters (.3); draft correspondence re same (.4).
9/05/17	Joshua A Sussberg, P.C.	.10	Correspond with K&E team re confirmation.
9/05/17	Scott Lerner	3.90	Revise and edit draft outline for Mesterharm examination and potential cross points (2.6); telephone conference with G. Balassa re same (.3); review, analyze confirmation brief, declarations in support, and objections re same (1.0).
9/05/17	Steven Serajeddini	5.10	Correspond and conference with K&E team, clients, opposing counsel re plan objections and work in process (2.8); review and analyze same (.9); review and revise documents re same (1.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/05/17	Craig J Garvey	.50	Review and analyze plan/distribution matters re identification of noteholders (.3); correspond with K&E team re same (.2).
9/05/17	Ben Tyson	.70	Prepare potential confirmation cross exam questions re Tempke.
9/05/17	Merrick Doll	1.30	Review and analyze restructuring documents (1.1); correspond with K. Frank re same (.2).
9/05/17	Allyson Smith	.60	Revise 1129 talking points (.5); correspond with M. Fagen re confirmation declarations (.1).
9/05/17	Gerardo Mijares-Shafai	6.50	Revise confirmation hearing agenda (.7); correspond with K&E team re same (.5); research and summarize 365 and 1141 precedent re landlord objections (2.3); conference with K&E team re same (1.0); correspond with landlords re resolution of confirmation objections (2.0).
9/05/17	Laura Krucks	9.70	Review and analyze confirmation hearing materials (3.2); review and revise confirmation order (1.1); review and analyze confirmation issues (3.3); correspond with objecting parties (2.1).
9/05/17	Timothy Bow	1.40	Review and analyze confirmation hearing materials.
9/05/17	Ryan Besaw	2.20	Prepare and organize copies of agenda items re confirmation hearing (.8); prepare and ship supplies re same (.8); review and revise confirmation hearing agenda (.3); correspond with K&E team re same (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/05/17	Ciara Foster	8.30	Review and revise objection tracker (2.0); review and revise confirmation presentation (3.5); correspond with K&E team re confirmation workstreams (.5); office conference re same (1.0); review and revise agenda re confirmation hearing (.4); correspond with K&E team re same (.3); correspond with Prime Clerk re ballots (.3); telephone conference with beneficial holders of certain ballots (.3).
9/05/17	Ciara Foster	1.50	Telephone conference re cure objections with third parties.
9/05/17	Matthew Fagen	10.00	Review and revise draft confirmation hearing agenda (.6); review and revise draft confirmation order (.8); coordinate filing re same (.6); analyze landlord objections and related research (2.3); telephone conference with landlords re same (1.2); telephone conference with AlixPartners re cure disputes and other objections (.6); review and revise tracker re same (.5); analyze open legal questions re same (.8); review, analyze objections (1.2); analyze plan supplement notice (.4); analyze term sheets re same (.4); coordinate filing of same (.6).
9/06/17	Gabor Balassa, P.C.	9.20	Conferences with J. Mesterharm re trial testimony (3.8); revise outline for same with S. Lerner (2.6); prepare for first day hearing (2.8).
9/06/17	Dennis M Myers, P.C.	.50	Conference with K&E team re confirmation order.
9/06/17	Anup Sathy, P.C.	1.50	Analyze confirmation issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/06/17	Thad Davis	.80	Draft correspondence re plan questions (.6); telephone conference with KPMG re same (.2).
9/06/17	Maureen McCarthy	4.90	Draft notice of filing of revised proposed confirmation order (.9); draft notice of filing of third amended plan supplement (.9); prepare plan supplement for filing (.9); draft and revise amended September 7 hearing agenda (.9); prepare confirmation hearing materials (1.3).
9/06/17	Joshua A Sussberg, P.C.	1.20	Telephone conference with M. Fagen re confirmation (.3); telephone conference with J. Davis-Frost re confirmation objections (.5); telephone conference with S. Serajeddini re same (.1); review and revise presentation for confirmation (.3).
9/06/17	Scott Lerner	10.50	Review and analyze confirmation hearing issues (1.0); prepare J. Mesterharm for testimony (3.8); revise direct examination outline (1.9); analyze pleadings (1.2); conference with G. Balassa and restructuring team re same (2.6).
9/06/17	Steven Serajeddini	6.50	Correspond and conference with K&E team, clients, opposing counsel re plan matters (3.9); review and analyze same (1.4); review and revise documents re same (1.2).
9/06/17	Gerardo Mijares-Shafai	7.40	Review and revise confirmation order (3.6); research precedent re same (.2); correspond with K&E team re same (1.5); conference with AlixPartners team re landlord objections and revisions to lease schedules (.7); correspond with landlords re revisions to confirmation order (1.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/06/17	Laura Krucks	7.80	Prepare for confirmation hearing (3.8); review and revise confirmation order and analyze issues re same (3.3); analyze objections (.7).
9/06/17	Timothy Bow	2.30	Prepare for confirmation hearing.
9/06/17	Ciara Foster	11.50	Review and revise confirmation presentation (6.0); correspond with K&E team re same (1.5); office conference with K&E team re confirmation workstreams (1.0); revise objection tracker (.5); correspond with K&E team re objections (1.0); draft talking points re confirmation hearing (1.5).
9/06/17	Ciara Foster	2.00	Correspond with K&E team re cure objections (.5); correspond with Company and AlixPartners team re same (.5); telephone conference with K&E team and AlixPartners team re lease objection issues (.5); telephone conference with third parties re same (.5).
9/06/17	Matthew Fagen	11.50	Review and revise draft confirmation order re settlement discussions (2.2); telephone conferences with landlords re same (1.9); telephone conferences with Creditors' Committee re same (.4); telephone conferences with SEC re same (.4); analyze same (1.8); correspond with team re same (1.2); telephone conference with J. Sussberg re confirmation hearing (.3); telephone conferences with S. Serajeddini re objection resolutions (1.1); coordinate filings with team (.8); review and analyze seal motion (.4); review and revise draft agenda (.6); correspond with Oracle re plan objection (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/07/17	Kevin L Morris	.50	Review, analyze plan (.3); correspond with K&E team re same (.2).
9/07/17	Thad Davis	1.80	Telephone conferences with Company re tax transaction steps re plan.
9/07/17	Maureen McCarthy	2.10	Review, revise, and finalize amended September 7 hearing agenda (.9); prepare and finalize confirmation hearing materials (.9); revise and finalize order re seal motion for distribution to court (.3).
9/07/17	Scott Lerner	3.00	Prepare J. Mesterharm for testimony (1.0); revise and finalize outline re same (1.0); prepare for confirmation hearing (1.0).
9/07/17	Steven Serajeddini	2.50	Correspond and conference with K&E team, clients, opposing counsel re plan issues (.9); review and analyze issues re same (1.1); review and revise documents re same (.5).
9/07/17	Alison A Skaife	.70	Attend telephone conference re plan tax items.
9/07/17	Julia Foster	.30	Review, analyze amended agenda for September 7 hearing.
9/07/17	Allyson Smith	.80	Draft stipulation with party re plan.
9/07/17	Gerardo Mijares-Shafai	3.20	Research cases for confirmation hearing presentation (.7); correspond with K&E team re work in process for confirmation hearing (2.5).
9/07/17	Laura Krucks	3.10	Prepare for confirmation hearing.
9/07/17	Timothy Bow	.50	Attend lease update telephone conference re confirmation issues.
9/07/17	Ciara Foster	2.50	Prepare for confirmation hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/07/17	Matthew Fagen	.60	Finalize confirmation order and submit to chambers.
9/07/17	Matthew Fagen	.70	Review and analyze communications documents re emergence (.3); telephone conference with Company and Joelle Frank re same (.4).
		292.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 27, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5210915
Client Matter: 42462-16

In the matter of Fees, Employment Application & Objection

For legal services rendered through September 7, 2017 (see attached Description of Legal Services for detail)	\$ 1,372.50
For expenses incurred through September 7, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 1,372.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ciara Foster	.50	645.00	322.50
Gerardo Mijares-Shafai	.20	735.00	147.00
Allyson Smith	1.40	645.00	903.00
TOTALS	2.10		\$ 1,372.50

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/01/17	Allyson Smith	1.40	Correspond with M. Fagen re K&E retention order (.2); draft disclosure re same (1.0); draft form correspondence re same (.2).
9/01/17	Gerardo Mijares-Shafai	.20	Draft Deloitte retention application.
9/07/17	Ciara Foster	.50	Review and revise professional fee escrow agreement.
		2.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 27, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5210916
Client Matter: 42462-17

In the matter of Hearings

For legal services rendered through September 7, 2017 (see attached Description of Legal Services for detail)	\$ 39,033.00
For expenses incurred through September 7, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 39,033.00

Legal Services for the Period Ending September 7, 2017

The Gymboree Corporation

17 - Hearings

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	4.50	1,325.00	5,962.50
Timothy Bow	5.00	835.00	4,175.00
Matthew Fagen	5.70	955.00	5,443.50
Ciara Foster	2.50	645.00	1,612.50
Laura Krucks	1.80	835.00	1,503.00
Scott Lerner	2.00	930.00	1,860.00
Maureen McCarthy	1.20	390.00	468.00
Gerardo Mijares-Shafai	2.00	735.00	1,470.00
Steven Serajeddini	5.80	1,035.00	6,003.00
Allyson Smith	1.00	645.00	645.00
Joshua A Sussberg, P.C.	5.00	1,165.00	5,825.00
Ben Tyson	4.70	865.00	4,065.50
TOTALS	41.20		\$ 39,033.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/07/17	Gabor Balassa, P.C.	4.50	Prepare J. Mesterharm and C. Tempke for trial testimony (2.0); attend confirmation hearing (2.0); conference with S. Lerner re same (.5).
9/07/17	Maureen McCarthy	1.20	Attend portion of confirmation hearing.
9/07/17	Joshua A Sussberg, P.C.	5.00	Prepare for confirmation hearing (3.0); attend confirmation hearing (2.0).
9/07/17	Scott Lerner	2.00	Attend confirmation hearing.
9/07/17	Steven Serajeddini	5.80	Prepare for confirmation hearing (3.8); attend confirmation hearing (2.0).
9/07/17	Ben Tyson	2.00	Prepare C. Tempke for hearing.
9/07/17	Ben Tyson	2.70	Prepare for confirmation hearing (.7); attend confirmation hearing (2.0).
9/07/17	Allyson Smith	1.00	Telephonically attend portion of confirmation hearing.
9/07/17	Gerardo Mijares-Shafai	2.00	Attend confirmation hearing.
9/07/17	Laura Krucks	1.80	Attend confirmation hearing.
9/07/17	Timothy Bow	2.00	Attend confirmation hearing.
9/07/17	Timothy Bow	3.00	Prepare for confirmation hearing.
9/07/17	Ciara Foster	2.50	Prepare for confirmation hearing (.5); attend confirmation hearing (2.0).
9/07/17	Matthew Fagen	5.70	Prepare for confirmation hearing (3.7); attend confirmation hearing (2.0).
		41.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 27, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5210918
Client Matter: 42462-19

In the matter of Non-Working Travel Time

For legal services rendered through September 7, 2017 (see attached Description of Legal Services for detail)	\$ 30,777.00
For expenses incurred through September 7, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 30,777.00

Legal Services for the Period Ending September 7, 2017

The Gymboree Corporation

19 - Non-Working Travel Time

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gabor Balassa, P.C.	2.50	1,325.00	3,312.50
Timothy Bow	4.00	835.00	3,340.00
Matthew Fagen	4.40	955.00	4,202.00
Ciara Foster	3.70	645.00	2,386.50
Laura Krucks	4.40	835.00	3,674.00
Scott Lerner	2.50	930.00	2,325.00
Maureen McCarthy	5.90	390.00	2,301.00
Gerardo Mijares-Shafai	6.20	735.00	4,557.00
Steven Serajeddini	1.20	1,035.00	1,242.00
Joshua A Sussberg, P.C.	.50	1,165.00	582.50
Ben Tyson	3.30	865.00	2,854.50
TOTALS	38.60		\$ 30,777.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/05/17	Gabor Balassa, P.C.	1.20	Travel from Chicago, IL to Richmond, VA re confirmation hearing (billed at half time).
9/05/17	Maureen McCarthy	1.00	Travel from Chicago, IL to Richmond, VA re confirmation hearing (billed at half time).
9/05/17	Scott Lerner	1.30	Travel from Chicago, IL to Richmond, VA re confirmation hearing (billed at half time).
9/05/17	Gerardo Mijares-Shafai	3.20	Travel from Chicago, IL to Richmond, VA re Gymboree confirmation hearing (billed at half time).
9/05/17	Laura Krucks	2.20	Travel from Chicago, IL to Richmond, VA re confirmation hearing (billed at half time).
9/05/17	Timothy Bow	2.10	Travel from Chicago, IL to Richmond, VA re confirmation hearing (billed at half time).
9/05/17	Ciara Foster	1.70	Travel from New York, NY to Richmond, VA re confirmation hearing (billed at half time).
9/05/17	Matthew Fagen	1.40	Travel from Chicago, IL to Richmond, VA re confirmation hearing preparation (billed at half time).
9/06/17	Maureen McCarthy	2.40	Travel from Chicago, IL to Richmond, VA re confirmation hearing (billed at half time).
9/06/17	Steven Serajeddini	1.20	Travel from Chicago, IL to Richmond, VA re confirmation hearing (billed at half time).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/06/17	Ben Tyson	1.00	Travel from Chicago, IL to Richmond, VA re confirmation hearing (billed at half time).
9/07/17	Gabor Balassa, P.C.	1.30	Return travel from Richmond, VA to Chicago, IL re confirmation hearing (billed at half time).
9/07/17	Maureen McCarthy	2.50	Return travel from Richmond, VA to Chicago, IL re confirmation hearing (billed at half time).
9/07/17	Joshua A Sussberg, P.C.	.50	Travel from New York, NY to Richmond, VA re confirmation (billed at half time).
9/07/17	Scott Lerner	1.20	Return travel from Richmond, VA to Chicago, IL re confirmation hearing (billed at half time).
9/07/17	Ben Tyson	2.30	Return travel from Richmond, VA to Chicago, IL re confirmation hearing (billed at half time).
9/07/17	Gerardo Mijares-Shafai	3.00	Return travel from Richmond, VA to Chicago, IL re confirmation hearing (billed at half time).
9/07/17	Laura Krucks	2.20	Return travel from Richmond, VA to Chicago, IL re confirmation hearing (billed at half time).
9/07/17	Timothy Bow	1.90	Return travel from Richmond, VA to Chicago, IL re confirmation hearing (billed at half time).
9/07/17	Ciara Foster	2.00	Return travel from Richmond, VA to New York, NY re confirmation hearing (billed at half time).
9/07/17	Matthew Fagen	3.00	Return travel from Richmond, VA to New York, NY re hearing (billed at half time).

Date **Timekeeper**

Hours **Description**

38.60 TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 27, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5210924
Client Matter: 42462-25

In the matter of Utilities

For legal services rendered through September 7, 2017
(see attached Description of Legal Services for detail) \$ 1,032.00

For expenses incurred through September 7, 2017
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 1,032.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
John Peterson	1.60	645.00	1,032.00
TOTALS	1.60		\$ 1,032.00

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
9/01/17	John Peterson	.70	Telephone conferences with multiple parties re utility service disruption (.4); correspond with Company re same (.3).
9/05/17	John Peterson	.30	Telephone conference with utility providers re service matters (.1); correspond with utility providers re bankruptcy order (.1); correspond with Company re same and update tracker re same (.1).
9/06/17	John Peterson	.20	Correspond with counsel re Duquesne Light Company (.1); correspond with AlixPartners re same and update tracker re security deposit issues (.1).
9/07/17	John Peterson	.40	Telephone conference with utility provider re service disconnection (.2); correspond with Company re same and update tracker re same (.2).
		1.60	TOTAL HOURS

Exhibit J

Detailed Description of Expenses and Disbursements

June 2017

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

August 8, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5140998
Client Matter: 42462-27

In the matter of Expenses

For legal services rendered through June 30, 2017
(see attached Description of Legal Services for detail) \$.00

For expenses incurred through June 30, 2017
(see attached Description of Expenses for detail) \$ 18,010.58

Total legal services rendered and expenses incurred \$ 18,010.58

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/09/17	Josh Sussberg, Airfare, Richmond, VA 06/11/2017 to 06/12/2017, Prepare for and attend First Day Hearing.	1,364.40
6/09/17	Josh Sussberg, Agency Fee, Prepare for and attend First Day Hearing.	58.00
6/09/17	Sharad Thaper, Airfare, Richmond, VA 06/10/2017 to 06/12/2017, Prepare for and attend First Day Hearing.	416.94
6/09/17	Sharad Thaper, Agency Fee, Prepare for and attend First Day Hearing.	58.00
6/10/17	Sharad Thaper, Lodging, Richmond, VA 06/10/2017 to 06/12/2017, Prepare for and attend First Day Hearing.	416.94
6/11/17	Josh Sussberg, Lodging, Richmond, VA 06/11/2017 to 06/12/2017, Prepare for and attend First Day Hearing.	199.41
6/11/17	Josh Sussberg, Transportation To/From Airport, Prepare for and attend First Day Hearing.	86.25
6/11/17	Josh Sussberg, Travel Meals, New York, NY Prepare for and attend First Day Hearing.	15.60
6/12/17	Timothy Bow, Internet, Gymboree, Hearing	5.99
6/12/17	Standard Prints	815.20
6/12/17	Standard Prints	.96
6/12/17	Standard Prints	5.76
6/12/17	Standard Prints	.16
6/12/17	Standard Prints	32.32
6/12/17	Standard Prints	4.80
6/12/17	Standard Prints	3.04
6/12/17	Standard Prints	2.72
6/12/17	Standard Prints	2.56
6/12/17	Standard Prints	19.68
6/12/17	Standard Prints	4.16
6/12/17	Standard Prints	52.48
6/12/17	Color Prints	13.75
6/12/17	Color Prints	6.05
6/12/17	Color Prints	4.40
6/12/17	Color Prints	35.20
6/12/17	Color Prints	3.30
6/12/17	Color Prints	4.40
6/12/17	Color Prints	1.10
6/12/17	Color Prints	.55
6/12/17	Color Prints	1.65
6/12/17	Color Prints	.55
6/12/17	Color Prints	10.45
6/12/17	Color Prints	18.15
6/12/17	Color Prints	1.10
6/12/17	Color Prints	277.20
6/12/17	Gerardo Mijares-Shafai, Taxi, Gymboree Hearing- transportation from ORD to home	58.80

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/12/17	Steven Serajeddini, Taxi, Restructuring	33.60
6/12/17	Josh Sussberg, Taxi, Prepare for and attend First Day Hearing.	5.00
6/12/17	Matthew Fagen, Lodging, Charlotte, NC 06/12/2017 to 06/13/2017, Chapter 11 filing, hearing.	175.35
6/12/17	Matthew Fagen, Airfare, San Francisco, CA 06/12/2017 to 06/13/2017, Chapter 11 filing, hearing, airfare for Kimberly Macmillan.	1,713.90
6/12/17	Jaimie Fedell, Airfare, Richmond, VA - Chicago, IL 06/12/2017 to 06/12/2017, Chapter 11 filing	507.00
6/12/17	Jaimie Fedell, Agency Fee, Chapter 11 filing	58.00
6/12/17	Steven Serajeddini, Airfare, Houston, TX 06/12/2017 to 06/12/2017, Restructuring	532.20
6/12/17	Steven Serajeddini, Agency Fee, Restructuring	58.00
6/12/17	Matthew Fagen, Airfare, New York, NY 06/12/2017 to 06/12/2017, Chapter 11 filing, hearing.	603.20
6/12/17	Matthew Fagen, Transportation To/From Airport, Chapter 11 filing, hearing.	42.06
6/12/17	Steven Serajeddini, Transportation To/From Airport, Restructuring	104.22
6/12/17	Ciara Foster, Transportation To/From Airport, Gymboree hearing.	23.77
6/12/17	Jaimie Fedell, Transportation To/From Airport, Chapter 11 filing	68.10
6/12/17	SUNNY'S WORLDWIDE - Transportation to/from airport, Matthew Keiser, 06/12/17.	108.68
6/12/17	Josh Sussberg, Transportation To/From Airport, Prepare for and attend First Day Hearing.	81.25
6/12/17	Anthony Abate, Travel Meals, Richmond, VA Court Hearing.	13.68
6/12/17	Anthony Abate, Travel Meals, Richmond, VA Court Hearing.	4.73
6/12/17	Carrie Oppenheim, Travel Meals, Richmond, VA Chapter 11 filing and hearing	7.51
6/12/17	Carrie Oppenheim, Travel Meals, Richmond, VA Chapter 11 filing and hearing	19.98
6/12/17	Carrie Oppenheim, Travel Meals, Richmond, VA Chapter 11 filing and hearing	5.26
6/12/17	Garry Hartlieb, Travel Meals, Richmond, VA First day hearing	4.20
6/12/17	Gerardo Mijares-Shafai, Travel Meals, Richmond, VA Gymboree Hearing Ciara Foster, Matthew Fagen, Timothy Bow, Jaimie Fedell, Laura Krucks	280.87
6/12/17	Laura Krucks, Travel Meals, Richmond, VA Court Hearing.	4.20
6/12/17	Martin Roth, Travel Meals, Richmond, VA Attend hearing.	7.48
6/12/17	Martin Roth, Travel Meals, Richmond, VA Attend hearing.	32.53
6/12/17	Martin Roth, Travel Meals, Richmond, VA Attend hearing.	6.11
6/12/17	Matthew Fagen, Travel Meals, Richmond, VA Chapter 11 filing, hearing.	10.30
6/12/17	Matthew Fagen, Travel Meals, Richmond, VA Chapter 11 filing, hearing.	2.95
6/12/17	Matthew Fagen, Travel Meals, Richmond, VA Chapter 11 filing, hearing.	5.88
6/12/17	Matthew Fagen, Travel Meals, Richmond, VA Chapter 11 filing, hearing.	32.16
6/12/17	Matthew Fagen, Travel Meals, Charlotte, NC Chapter 11 filing, hearing.	33.07
6/12/17	Steven Serajeddini, Travel Meals, Richmond, VA Restructuring	2.10
6/12/17	Steven Serajeddini, Travel Meals, Richmond, VA Restructuring	35.01
6/12/17	Ciara Foster, Travel Meals, Richmond Gymboree hearing.	41.29
6/12/17	Ciara Foster, Travel Meals, Richmond Gymboree hearing.	6.11
6/12/17	Ciara Foster, Travel Meals, Richmond Gymboree hearing.	5.26
6/12/17	Timothy Bow, Travel Meals, Richmond, VA Gymboree Meetings	3.62
6/12/17	John Peterson, Travel Meals, Richmond, VA Attend court hearing. Attached copy of credit card statement.	7.56

Legal Services for the Period Ending June 30, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/12/17	Dan Varn, Travel Meals, Richmond, VA Court Hearing.	24.18
6/12/17	Josh Sussberg, Travel Meals, Richmond, VA Prepare for and attend First Day Hearing. Kimberly MacMillan-Gymboree, Jim Mesterharm-AlixPartners, Spencer Ware-AlixPartners, Michael Hartley-AlixPartners, David Kurtz-Lazard, Nicholas A. Bernstein-Lazard, Michael A. Condyles-Kutak Rock LLP, Jeremy Williams-Kutak Rock LLP, Matthew Fagen, Ciara Foster, John Peterson, Tommy Scheffer, Miriam Peguero Medrano, Blair Baker, Steven Chen, Gerardo Mijares-Shafai, Timothy Bow, Laura Krucks, Garry Hartlieb, Sharad Thaper, Jaimie Fedell	769.02
6/12/17	Josh Sussberg, Travel Meals, Richmond, VA Prepare for and attend First Day Hearing.	36.16
6/12/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
6/13/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	2.35
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Outside teleconference	
6/13/17	Standard Prints	6.72
6/13/17	Standard Prints	.80
6/13/17	Standard Prints	5.12
6/13/17	Standard Prints	3.84
6/13/17	Standard Prints	.64
6/13/17	Standard Prints	17.92
6/13/17	Standard Prints	4.16
6/13/17	Standard Prints	17.44
6/13/17	Standard Prints	2.56
6/13/17	Standard Prints	12.96
6/13/17	Standard Prints	2.72
6/13/17	Standard Prints	1.44
6/13/17	Standard Prints	2.72
6/13/17	Standard Prints	29.12
6/13/17	Color Prints	8.80
6/13/17	Color Prints	15.40
6/13/17	Color Prints	30.80
6/13/17	Color Prints	.55
6/13/17	Color Prints	9.35
6/13/17	Color Prints	17.05
6/13/17	Color Prints	8.80
6/13/17	Color Prints	77.55
6/13/17	Color Prints	31.90
6/13/17	Color Prints	31.90
6/13/17	Color Prints	30.80
6/13/17	Color Prints	2.20
6/13/17	Color Prints	2.20
6/13/17	Scanned Images	.96
6/13/17	Overnight Delivery, Fed Exp to:Scott K. Carpenter, WOODLAND HILLS,CA from:Laura Krucks	10.25
6/13/17	Jaimie Fedell, Lodging, Richmond, VA 06/12/2017 to 06/13/2017, Chapter 11 filing	199.41
6/13/17	Matthew Fagen, Travel Meals, Charlotte, NC Chapter 11 filing, hearing.	21.27

Legal Services for the Period Ending June 30, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/14/17	Standard Prints	27.84
6/14/17	Standard Prints	1.44
6/14/17	Standard Prints	5.92
6/14/17	Standard Prints	51.04
6/14/17	Standard Prints	1.92
6/14/17	Standard Prints	2.56
6/14/17	Standard Prints	2.24
6/14/17	Standard Prints	1.12
6/14/17	Color Prints	3.30
6/14/17	Color Prints	15.95
6/14/17	Color Prints	30.80
6/14/17	Color Prints	14.85
6/14/17	Color Prints	2.20
6/14/17	Scanned Images	20.64
6/14/17	Scanned Images	1.92
6/14/17	E-CT CORPORATION - PO BOX 4349 (NT), Outside Retrieval Service, Bring Down Letters	694.00
6/14/17	Ciara Foster, Taxi, OT Meal	44.12
6/14/17	John Kefer, Taxi, Overtime transportation	10.25
6/14/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
6/14/17	Matthew Leist, Overtime Meals - Attorney, OT Meal reimbursement	20.00
6/14/17	Ciara Foster, Overtime Meals - Attorney, OT Meal	20.00
6/15/17	Standard Prints	48.00
6/15/17	Standard Prints	8.80
6/15/17	Standard Prints	1.12
6/15/17	Standard Prints	.16
6/15/17	Standard Prints	3.84
6/15/17	Color Prints	9.90
6/15/17	Color Prints	12.10
6/15/17	Color Prints	3.30
6/15/17	Color Prints	12.10
6/15/17	Color Prints	12.65
6/15/17	Color Prints	2.20
6/15/17	Color Prints	1.10
6/15/17	Color Prints	1.10
6/15/17	Ciara Foster, Transportation To/From Airport, Gymboree hearing.	79.95
6/15/17	Ciara Foster, Transportation To/From Airport, Gymboree hearing.	79.95
6/15/17	Carrie Oppenheim, Copies, Transcript	668.25
6/16/17	Standard Prints	8.32
6/16/17	Standard Prints	.32
6/16/17	Standard Prints	.48
6/16/17	Standard Prints	11.20
6/16/17	Color Prints	31.90
6/16/17	Color Prints	8.25
6/16/17	Laura Krucks, Taxi, OT Travel Home	8.50
6/17/17	Matthew Fagen, Taxi, Overtime taxi.	93.85

Legal Services for the Period Ending June 30, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/16/2017	20.00
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/15/2017	20.00
6/19/17	Standard Prints	.48
6/19/17	Standard Prints	.64
6/19/17	Standard Prints	35.20
6/19/17	Standard Prints	17.92
6/19/17	Standard Prints	.48
6/19/17	Standard Prints	4.80
6/19/17	Color Prints	31.90
6/19/17	Scanned Images	4.32
6/19/17	Overnight Delivery, Fed Exp to:Attn: DQA Team, ALEXANDRIA,VA from:Chris Harper	8.72
6/19/17	LEXISNEXIS, LexisNexis Research, WELCH, MELINDA, 6/19/2017	77.38
6/19/17	Laura Krucks, Taxi, OT Travel Home	8.50
6/20/17	Standard Prints	9.28
6/20/17	Standard Prints	42.56
6/20/17	Standard Prints	1.92
6/20/17	Standard Prints	33.60
6/20/17	Standard Prints	19.04
6/20/17	Standard Prints	1.12
6/20/17	Standard Prints	.96
6/20/17	Standard Prints	4.80
6/20/17	Standard Prints	2.72
6/20/17	Standard Prints	.96
6/20/17	Binding	.70
6/20/17	Tabs/Indexes/Dividers	1.82
6/20/17	Color Prints	17.05
6/20/17	Color Prints	32.45
6/20/17	Color Prints	1.10
6/20/17	Color Prints	30.80
6/20/17	Color Prints	17.60
6/20/17	Color Prints	3.30
6/20/17	Color Prints	4.40
6/20/17	Scanned Images	6.56
6/20/17	Scanned Images	5.12
6/20/17	Scanned Images	3.84
6/20/17	Overnight Delivery, Fed Exp to:Attn: Guest - Steve Serajeddi,NEW YORK,NY from:Chris Harper	252.28
6/20/17	Steven Serajeddini, Airfare, Chicago, IL 06/20/2017 to 06/22/2017, attend committee formation meeting	574.20
6/20/17	Steven Serajeddini, Agency Fee, Restructuring	58.00
6/21/17	Standard Prints	.80
6/21/17	Standard Prints	10.08
6/21/17	Standard Prints	1.76

Legal Services for the Period Ending June 30, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/21/17	Standard Prints	4.80
6/21/17	Standard Prints	2.88
6/21/17	Color Prints	33.00
6/21/17	Color Prints	2.20
6/21/17	Color Prints	3.85
6/21/17	Color Prints	3.30
6/21/17	Color Prints	3.85
6/21/17	Color Prints	4.95
6/21/17	Color Prints	25.30
6/21/17	Scanned Images	2.72
6/21/17	Scanned Images	10.24
6/21/17	Matthew Fagen, Airfare, Richmond, VA 06/22/2017 to 06/22/2017, Attend Committee Formation Meeting.	1,594.42
6/21/17	Gerardo Mijares-Shafai, Taxi, Overtime Transportation	12.50
6/22/17	Standard Prints	.16
6/22/17	Standard Prints	.16
6/22/17	Standard Prints	.32
6/22/17	Standard Prints	13.44
6/22/17	Standard Prints	3.84
6/22/17	Standard Prints	4.80
6/22/17	Standard Prints	4.16
6/22/17	Standard Prints	21.76
6/22/17	Color Prints	4.40
6/22/17	Color Prints	4.40
6/22/17	Color Prints	17.60
6/22/17	Color Prints	1.65
6/22/17	Color Prints	4.95
6/22/17	Color Prints	.55
6/22/17	Color Prints	.55
6/22/17	Matthew Fagen, Taxi, Attend Committee Formation Meeting.	29.08
6/22/17	Matthew Fagen, Taxi, Attend Committee Formation Meeting.	8.13
6/22/17	Matthew Fagen, Transportation To/From Airport, Attend Committee Formation Meeting.	39.56
6/22/17	Matthew Fagen, Transportation To/From Airport, Attend Committee Formation Meeting.	24.75
6/22/17	Matthew Fagen, Transportation To/From Airport, Attend Committee Formation Meeting.	52.99
6/22/17	Matthew Fagen, Travel Meals, New York, NY Attend Committee Formation Meeting.	51.01
6/22/17	Matthew Fagen, Travel Meals, New York, NY Attend Committee Formation Meeting.	7.78
6/23/17	Standard Prints	8.48
6/23/17	Standard Prints	4.64
6/23/17	Standard Prints	3.36
6/23/17	Standard Prints	8.80
6/23/17	Standard Prints	.64

Legal Services for the Period Ending June 30, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/23/17	Standard Prints	3.68
6/23/17	Tabs/Indexes/Dividers	31.20
6/23/17	Color Prints	9.35
6/23/17	Production Blowbacks	858.00
6/23/17	Closing/Mini Books	180.00
6/23/17	Laura Krucks, Taxi, OT Travel Home	9.25
6/26/17	Standard Prints	1.92
6/26/17	Standard Prints	.80
6/26/17	Standard Prints	.96
6/26/17	Standard Prints	.48
6/26/17	Standard Prints	.64
6/26/17	Color Prints	1.65
6/26/17	Color Prints	2.75
6/26/17	Color Prints	3.85
6/26/17	Color Prints	.55
6/26/17	Color Prints	3.85
6/26/17	Color Prints	3.85
6/26/17	Color Prints	2.20
6/26/17	Laura Krucks, Taxi, OT Travel Home	9.75
6/27/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	1.74
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	
6/27/17	Standard Prints	9.12
6/27/17	Standard Prints	7.04
6/27/17	Standard Prints	2.08
6/27/17	Standard Prints	9.60
6/27/17	Standard Prints	.48
6/27/17	Standard Prints	3.68
6/27/17	Standard Prints	.64
6/27/17	Color Prints	3.85
6/27/17	Color Prints	2.20
6/27/17	Color Prints	4.95
6/27/17	Color Prints	3.85
6/27/17	Color Prints	4.40
6/27/17	Laura Krucks, Taxi, OT Travel Home	9.25
6/27/17	Ciara Foster, Overtime Meals - Attorney, Gymboree	20.00
6/27/17	Matthew Leist, Overtime Meals - Attorney, OT meal	20.00
6/28/17	Standard Copies or Prints	.32
6/28/17	Standard Prints	.32
6/28/17	Standard Prints	1.12
6/28/17	Standard Prints	19.84
6/28/17	Standard Prints	3.20
6/28/17	Color Prints	.55
6/28/17	Color Prints	10.45
6/28/17	Color Prints	.55
6/28/17	Color Prints	4.95
6/28/17	Color Prints	3.30

Legal Services for the Period Ending June 30, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/28/17	Color Prints	.55
6/28/17	Color Prints	9.90
6/28/17	Color Prints	.55
6/28/17	Scanned Images	5.12
6/28/17	Scanned Images	10.24
6/28/17	Scanned Images	.64
6/28/17	Laura Krucks, Taxi, OT Travel Home	8.25
6/28/17	Ciara Foster, Overtime Meals - Attorney, Gymboree	20.00
6/29/17	Standard Prints	2.56
6/29/17	Standard Prints	.16
6/29/17	Standard Prints	2.88
6/29/17	Standard Prints	2.08
6/29/17	Standard Prints	2.56
6/29/17	Standard Prints	3.84
6/29/17	Standard Prints	7.68
6/29/17	Standard Prints	2.88
6/29/17	Standard Prints	.16
6/29/17	Standard Prints	.32
6/29/17	Standard Prints	.64
6/29/17	Standard Prints	.16
6/29/17	Tabs/Indexes/Dividers	3.90
6/29/17	Color Prints	51.15
6/29/17	Color Prints	4.40
6/29/17	Color Prints	222.75
6/29/17	Color Prints	.55
6/29/17	Color Prints	1.65
6/29/17	Color Prints	1.65
6/29/17	Color Prints	8.80
6/29/17	Color Prints	6.05
6/29/17	Production Blowbacks	381.00
6/29/17	Closing/Mini Books	180.00
6/29/17	Overnight Delivery, Fed Exp to:Anthony Shaheen, BOSTON,MA from:Sharon Alvizu	17.42
6/29/17	Laura Krucks, Taxi, OT Travel Home	9.50
6/29/17	Matthew Leist, Overtime Meals - Attorney, OT meal	20.00
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconferencing services for the month ending 6/30/2017.	18.81
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, teleconference	16.95
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconferencing services for the period ending 6/30/2017.	34.90
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference Calls.	9.76

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Third party telephone charges	2.17
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, June teleconferences	8.69
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Telephone conferences regarding Gymboree Corporation.	15.25
	TOTAL EXPENSES	\$ 18,010.58

July 2017

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

September 12, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5164564
Client Matter: 42462-27

In the matter of Expenses

For legal services rendered through July 31, 2017
(see attached Description of Legal Services for detail) \$.00

For expenses incurred through July 31, 2017
(see attached Description of Expenses for detail) \$ 30,689.03

Total legal services rendered and expenses incurred \$ 30,689.03

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/15/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, HARTLIEB,GARRY D, 6/15/2017	77.13
6/15/17	Laura Krucks, Overtime Meals - Attorney, OT Meals	19.10
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, HILL ROAD WINNETKA IL 60093 to Chicago O'hare International Airport 06/11/2017	108.90
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, Chicago O'hare International Airport to HILL ROAD WINNETKA IL 60093 06/12/2017	96.80
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, N KOSTNER LINCOLNWOOD IL 60712 to Chicago O'hare International Airport 06/11/2017	87.65
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, Chicago O'hare International Airport to WEST MONTANA ST. CHICAGO IL 60614 06/12/2017	84.75
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, N LASALLE DR CHICAGO IL 60610 to Chicago O'hare International Airport 06/10/2017	109.20
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, Chicago O'hare International Airport to N. SANDBURG TERRACE CHICAGO IL 60610 06/12/2017	84.75
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, W. BELDEN AVE. CHICAGO IL 60647 to Chicago O'hare International Airport 06/10/2017	80.75
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, Chicago O'hare International Airport to W. BELDEN AVE. CHICAGO IL 60647 06/12/2017	84.75
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, PLEASANT STREET OAK PARK IL 60302 to Chicago O'hare International Airport 06/10/2017	91.10
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, Chicago O'hare International Airport to PLEASANT STREET OAK PARK IL 60302 06/12/2017	95.10
6/16/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, Chicago O'hare International Airport to WEST WOLF POINT PLAZA CHICAGO IL 60654 06/12/2017	84.75
6/16/17	E-CROWN CARS & LIMOUSINES - 2440 S WOLF ROAD (TP) Transportation to/from Airport, 40 E. OAK STREET CHICAGO IL 60611 to Chicago O'hare International Airport 06/11/2017	80.75
6/16/17	E-CROWN CARS & LIMOUSINES - 2440 S WOLF ROAD (TP) Transportation to/from Airport, Chicago O'hare International Airport to 40 E. OAK STREET CHICAGO IL 60611 06/12/2017	84.75

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/16/17	VITAL TRANSPORTATION INC, Passenger: KUPSKY HANNAH, Transportation to/from airport, Date: 6/6/2017	54.84
6/16/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, THAPER,SHARAD, 6/16/2017	248.76
6/16/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BOW,TIMOTHY, 6/16/2017	20.86
6/16/17	Laura Krucks, Overtime Meals - Attorney, OT Meals	20.00
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/05/2017	20.00
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/06/2017	20.00
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/07/2017	20.00
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/08/2017	20.00
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/09/2017	20.00
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/10/2017	16.11
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/13/2017	20.00
6/18/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 06/14/2017	20.00
6/19/17	Overnight Delivery, Fed Exp to:Attn: DQA Team, ALEXANDRIA,VA from:Matthew Fagen	7.78
6/19/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER,CIARA, 6/19/2017	20.73
6/19/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, THAPER,SHARAD, 6/19/2017	62.19
6/19/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, KRUCKS,LAURA, 6/19/2017	41.73
6/20/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, KRUCKS,LAURA, 6/20/2017	20.86
6/21/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BOW,TIMOTHY, 6/21/2017	128.97
6/22/17	Matthew Fagen, Airfare, Richmond, VA 07/10/2017 to 07/11/2017, Attend hearing and related.	1,284.40
6/22/17	Matthew Fagen, Agency Fee, Attend hearing and related.	58.00
6/22/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, THAPER,SHARAD, 6/22/2017	20.73
6/23/17	VITAL TRANSPORTATION INC, Passenger: PACKAGE GARRY HARTLIEB, Local Transportation, Date: 6/11/2017	93.51
6/23/17	VITAL TRANSPORTATION INC, Passenger: PETERSON JOHN,A, Transportation to/from airport, Date: 6/12/2017	54.84
6/23/17	VITAL TRANSPORTATION INC, Passenger: PETERSON JOHN,A, Transportation to/from airport, Date: 6/10/2017	66.53

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/23/17	VITAL TRANSPORTATION INC, Passenger: SUSSBERG JOSHUA,A, Transportation to/from airport, Date: 6/11/2017	120.70
6/25/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, THAPER,SHARAD, 6/25/2017	20.73
6/25/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BOW,TIMOTHY, 6/25/2017	83.45
6/26/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER,CIARA, 6/26/2017	20.73
6/26/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, WELCH,MELINDA, 6/26/2017	35.40
6/27/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMITH,ALLYSON, 6/27/2017	41.46
6/27/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MIJARESSHAFI,GERARDO, 6/27/2017	20.86
6/27/17	Laura Krucks, Overtime Meals - Attorney, OT Meals	20.00
6/28/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURTON,BRENDA, 6/28/2017	68.07
6/28/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MIJARESSHAFI,GERARDO, 6/28/2017	20.86
6/28/17	Laura Krucks, Overtime Meals - Attorney, OT Meals	20.00
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls and taxes.	8.36
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls and taxes.	125.65
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconferencing services	152.38
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls.	67.33
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconferencing	5.58
7/02/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (NT), Overtime Meal - Attorney, Fagen Matthew 06/20/2017	20.00
7/05/17	Standard Prints	.32
7/05/17	Standard Prints	1.92
7/05/17	Standard Prints	.32
7/05/17	Standard Prints	11.52
7/05/17	Standard Prints	.16
7/05/17	Standard Prints	.16
7/05/17	Standard Prints	2.72
7/05/17	Standard Prints	90.56
7/05/17	Standard Prints	1.28
7/05/17	Standard Prints	12.00
7/05/17	Color Prints	3.85

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/05/17	Color Prints	4.95
7/05/17	Color Prints	.55
7/05/17	Color Prints	.55
7/05/17	Color Prints	19.25
7/05/17	Color Prints	4.95
7/05/17	Color Prints	4.95
7/05/17	Color Prints	22.55
7/05/17	Scanned Images	.80
7/05/17	Timothy Bow, Airfare, Richmond, VA 07/10/2017 to 07/11/2017, Gymboree Meeting	1,168.40
7/06/17	Standard Prints	.32
7/06/17	Standard Prints	.32
7/06/17	Standard Prints	.16
7/06/17	Standard Prints	1.12
7/06/17	Standard Prints	6.24
7/06/17	Standard Prints	7.04
7/06/17	Standard Prints	.16
7/06/17	Standard Prints	.16
7/06/17	Standard Prints	.16
7/06/17	Standard Prints	1.28
7/06/17	Color Prints	3.30
7/06/17	Color Prints	1.10
7/06/17	Color Prints	429.00
7/06/17	Color Prints	5.50
7/06/17	Color Prints	33.00
7/06/17	Scanned Images	.48
7/06/17	Overnight Delivery, Fed Exp to:Jeremy Williams, RICHMOND,VA from:Ryan Besaw	49.84
7/06/17	Overnight Delivery, Fed Exp to:Jeremy Williams, RICHMOND,VA from:Ryan Besaw	35.60
7/06/17	Ryan Besaw, Airfare, Richmond, VI 07/10/2017 to 07/11/2017, Assist with hearing materials.	1,078.80
7/06/17	Ryan Besaw, Agency Fee, Assist with hearing materials.	58.00
7/06/17	Maureen McCarthy, Airfare, Richmond, VA 07/10/2017 to 07/11/2017, Restructuring	1,078.80
7/06/17	Maureen McCarthy, Agency Fee, Restructuring	58.00
7/06/17	E-CLEAR DISCOVERY LLC - 268 BUSH ST #4227 (TP), Outside Printing Services, Scanning/OCR of Gymboree hard copy board materials.	2,105.89
7/06/17	PACER SERVICE CENTER, Computer Database Research, 4/17 - 6/17	519.30
7/06/17	Laura Krucks, Overtime Meals - Attorney, OT Meals	16.57
7/07/17	Standard Prints	2.88
7/07/17	Standard Prints	2.40
7/07/17	Standard Prints	1.28
7/07/17	Standard Prints	6.40
7/07/17	Standard Prints	1.60
7/07/17	Standard Prints	1.60

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/07/17	Scanned Images	1.12
7/07/17	Production Blowbacks	582.00
7/07/17	Laura Krucks, Airfare, Richmond, VI 07/10/2017 to 07/11/2017, Attend Hearing.	594.20
7/07/17	Laura Krucks, Agency Fee, Attend Hearing.	58.00
7/07/17	Laura Krucks, Airfare, Chicago, IL 07/10/2017 to 07/11/2017, Attend Hearing.	529.40
7/07/17	Gerardo Mijares-Shafai, Taxi, Overtime Transportation	13.25
7/07/17	Laura Krucks, Taxi, OT Meals	9.75
7/07/17	Laura Krucks, Overtime Meals - Attorney, OT Meals	16.57
7/08/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, OT MEAL BILLED TO C/M	20.00
7/09/17	Garry Hartlieb, Airfare, Richmond, VA 07/10/2017 to 07/11/2017, Attend meetings.	1,078.80
7/09/17	Garry Hartlieb, Agency Fee, Attend meetings.	58.00
7/09/17	E-VERIZON WIRELESS - PO BOX 25505 (NT), Miscellaneous Office Expenses, Service period, Jun 10 - Jul 09, International roaming aircard, Germany, C. Foster	20.00
7/10/17	Timothy Bow, Internet, Gymboree Meeting	5.99
7/10/17	Martin Roth, Cell Phone Calls, Verizon Wireless 06/11/2017 to 07/10/2017, Cellular Calls	.50
7/10/17	Standard Prints	3.52
7/10/17	Standard Prints	3.68
7/10/17	Standard Prints	23.68
7/10/17	Standard Prints	3.36
7/10/17	Standard Prints	50.08
7/10/17	Standard Prints	4.80
7/10/17	Color Prints	4.40
7/10/17	Color Prints	.55
7/10/17	Color Prints	1.10
7/10/17	Color Prints	1.65
7/10/17	Color Prints	1.10
7/10/17	Color Prints	1.65
7/10/17	Color Prints	1.65
7/10/17	Color Prints	1.65
7/10/17	Color Prints	.55
7/10/17	Color Prints	4.40
7/10/17	Color Prints	.55
7/10/17	Color Prints	.55
7/10/17	Color Prints	.55
7/10/17	Color Prints	.55
7/10/17	Color Prints	.55
7/10/17	Color Prints	.55
7/10/17	Color Prints	.55
7/10/17	Color Prints	.55
7/10/17	Matthew Fagen, Lodging, Richmond, VA 07/10/2017 to 07/11/2017, Attend hearing and related.	286.65
7/10/17	Laura Krucks, Agency Fee, Attend Hearing.	58.00

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/10/17	Steven Serajeddini, Airfare, Richmond, VA 07/10/2017 to 07/11/2017, Restructuring - Total cost of the airfare is \$1644.00. Airfare is being split between two clients - 42462-27 (\$594.20 + \$597.60) and 26173-33 (\$452.20 being billed to client matter 26173-33).	594.20
7/10/17	Steven Serajeddini, Airfare, New York, NY 07/10/2017 to 07/11/2017, Restructuring - Total cost of the airfare is \$1644.00. Airfare is being split between two clients - 42462-27 (\$594.20 + \$597.60) and 26173-33 (\$452.20 being billed to client matter 26173-33)	597.60
7/10/17	Ciara Foster, Transportation To/From Airport, Gymboree hearing.	77.55
7/10/17	Ciara Foster, Transportation To/From Airport, Gymboree hearing.	79.95
7/10/17	Garry Hartlieb, Transportation To/From Airport, Attend meetings.	52.80
7/10/17	Matthew Fagen, Transportation To/From Airport, Attend hearing and related.	71.38
7/10/17	Matthew Fagen, Transportation To/From Airport, Attend hearing and related.	30.90
7/10/17	Ciara Foster, Travel Meals, Boston Gymboree hearing.	16.27
7/10/17	Ryan Besaw, Travel Meals, Chicago, IL Assist with hearing materials.	14.15
7/10/17	Timothy Bow, Travel Meals, Richmond, VA Gymboree Meeting Jeremy Williams-Kutak Rock, Matthew Fagen, Laura Krucks, Ciara Foster, Garry Hartlieb, Maureen McCarthy, Ryan Besaw	449.81
7/10/17	Timothy Bow, Travel Meals, Chicago, IL Gymboree Meeting	11.24
7/10/17	Timothy Bow, Travel Meals, Chicago, IL Gymboree Meeting	13.33
7/10/17	Laura Krucks, Travel Meals, Chicago, IL Attend Hearing.	7.35
7/10/17	Steven Serajeddini, Travel Meals, Richmond, VA Restructuring	52.66
7/10/17	Matthew Fagen, Travel Meals, Richmond, VA Attend hearing and related.	35.93
7/10/17	Matthew Fagen, Travel Meals, New York, NY Attend hearing and related.	18.84
7/11/17	Timothy Bow, Internet, Gymboree Meeting	5.99
7/11/17	Matthew Fagen, Teleconference, Telephonic appearance for Second Day Hearing.	70.00
7/11/17	Standard Prints	.16
7/11/17	Standard Prints	.48
7/11/17	Standard Prints	37.76
7/11/17	Standard Prints	4.64
7/11/17	Binding	2.80
7/11/17	Tabs/Indexes/Dividers	7.80
7/11/17	Color Prints	.55
7/11/17	Production Blowbacks	606.00
7/11/17	Ciara Foster, Taxi, Gymboree hearing.	8.42
7/11/17	Timothy Bow, Taxi, Gymboree Meeting	8.42
7/11/17	Timothy Bow, Taxi, Gymboree Meeting	9.14
7/11/17	Timothy Bow, Taxi, Gymboree Meeting	14.88
7/11/17	Laura Krucks, Taxi, Attend Hearing.	6.25
7/11/17	Laura Krucks, Taxi, Attend Hearing.	7.53
7/11/17	Garry Hartlieb, Taxi, Attend meetings.	9.25
7/11/17	Matthew Fagen, Taxi, Attend hearing and related.	5.00
7/11/17	Matthew Fagen, Taxi, Attend hearing and related.	6.60
7/11/17	Matthew Fagen, Taxi, Attend hearing and related.	8.47
7/11/17	Ciara Foster, Lodging, Richmond 07/10/2017 to 07/11/2017, Gymboree hearing.	179.01

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/11/17	Ryan Besaw, Lodging, Richmond, VI 07/10/2017 to 07/11/2017, Assist with hearing materials.	231.13
7/11/17	Laura Krucks, Lodging, Richmond, VI 07/10/2017 to 07/11/2017, Attend Hearing.	199.41
7/11/17	Steven Serajeddini, Lodging, Richmond, VA 07/10/2017 to 07/11/2017, Restructuring	248.13
7/11/17	Garry Hartlieb, Lodging, Richmond, VA 07/10/2017 to 07/11/2017, Attend meetings.	283.25
7/11/17	Ciara Foster, Airfare, Richmond to New York 07/11/2017 to 07/11/2017, Gymboree hearing.	537.20
7/11/17	Ryan Besaw, Transportation To/From Airport, Assist with hearing materials.	25.68
7/11/17	Steven Serajeddini, Transportation To/From Airport, Restructuring	27.00
7/11/17	Garry Hartlieb, Transportation To/From Airport, Attend meetings.	55.75
7/11/17	Garry Hartlieb, Transportation To/From Airport, Attend meetings.	36.00
7/11/17	Garry Hartlieb, Transportation To/From Airport, Attend meetings.	19.25
7/11/17	Matthew Fagen, Transportation To/From Airport, Attend hearing and related.	49.06
7/11/17	Matthew Fagen, Transportation To/From Airport, Attend hearing and related.	33.35
7/11/17	Ciara Foster, Travel Meals, Richmond Gymboree hearing.	29.49
7/11/17	Ryan Besaw, Travel Meals, Richmond, VI Assist with hearing materials.	12.94
7/11/17	Ryan Besaw, Travel Meals, Richmond, VI Assist with hearing materials.	12.80
7/11/17	Timothy Bow, Travel Meals, Richmond, VA Gymboree Meeting	39.81
7/11/17	Timothy Bow, Travel Meals, Richmond, VA Gymboree Meeting Laura Krucks, Garry Hartlieb	74.86
7/11/17	Timothy Bow, Travel Meals, Richmond, VA Gymboree Meeting	2.00
7/11/17	Timothy Bow, Travel Meals, Richmond, VA Gymboree Meeting	3.00
7/11/17	Timothy Bow, Travel Meals, Richmond, VA Gymboree Meeting	5.94
7/11/17	Timothy Bow, Travel Meals, Richmond, VA Gymboree Meeting	5.22
7/11/17	Steven Serajeddini, Travel Meals, Richmond, VA Restructuring	35.01
7/11/17	Steven Serajeddini, Travel Meals, Richmond, VA Restructuring	18.92
7/11/17	Garry Hartlieb, Travel Meals, Richmond, VA Attend meetings.	39.87
7/11/17	Garry Hartlieb, Travel Meals, Richmond, VA Attend meetings.	21.02
7/11/17	Matthew Fagen, Travel Meals, Richmond, VA Attend hearing and related.	18.29
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Brenda Burton on 6/28/2017	20.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Maureen McCarthy on 6/28/2017	40.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Maureen McCarthy on 6/29/2017	40.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Anthony Abate on 6/30/2017	20.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Anthony Abate on 6/6/2017	20.00

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 6/1/2017	26.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 6/15/2017	103.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 6/16/2017	126.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 6/19/2017	20.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 6/2/2017	20.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 6/20/2017	46.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 6/22/2017	61.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 6/27/2017	20.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 6/6/2017	29.00
7/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Hannah Kupsy on 6/2/2017	208.00
7/12/17	Standard Copies or Prints	.16
7/12/17	Standard Prints	.64
7/12/17	Standard Prints	1.60
7/12/17	Standard Prints	.64
7/12/17	Standard Prints	.48
7/12/17	Standard Prints	1.92
7/12/17	Standard Prints	6.24
7/12/17	Standard Prints	1.44
7/12/17	Standard Prints	10.56
7/12/17	Standard Prints	.32
7/12/17	Standard Prints	4.80
7/12/17	Color Prints	14.30
7/12/17	Color Prints	14.30
7/12/17	Color Prints	14.30
7/12/17	Color Prints	343.20
7/12/17	Color Prints	114.40

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/12/17	Scanned Images	2.88
7/12/17	Scanned Images	1.60
7/12/17	Scanned Images	1.60
7/12/17	Scanned Images	1.92
7/12/17	Scanned Images	2.88
7/13/17	Standard Prints	.48
7/13/17	Standard Prints	.32
7/13/17	Standard Prints	67.52
7/13/17	Standard Prints	.32
7/13/17	Standard Prints	.48
7/13/17	Standard Prints	12.64
7/13/17	Color Prints	1.65
7/13/17	Color Prints	.55
7/13/17	Color Prints	220.00
7/13/17	Color Prints	3.85
7/13/17	Color Prints	11.00
7/13/17	Color Prints	.55
7/13/17	Color Prints	3.85
7/13/17	Color Prints	.55
7/13/17	Color Prints	.55
7/13/17	Color Prints	66.00
7/13/17	Color Prints	23.10
7/13/17	Color Prints	.55
7/13/17	Color Prints	.55
7/13/17	Color Prints	1.65
7/13/17	Color Prints	1.10
7/13/17	Color Prints	4.40
7/13/17	Color Prints	1.10
7/13/17	Laura Krucks, Taxi, OT Meals	10.00
7/14/17	Standard Prints	5.60
7/14/17	Standard Prints	.80
7/14/17	Standard Prints	11.36
7/14/17	Standard Prints	.32
7/16/17	E-AVANTI TRANSPORTATION - 1617 OJEMAN RD (NT), Transportation to/from Airport, Airport Transportation Joshua Sussberg	139.25
7/16/17	E-AVANTI TRANSPORTATION - 1617 OJEMAN RD (NT), Transportation to/from Airport, Airport Transportation Joshua Sussberg	90.25
7/17/17	Standard Prints	1.28
7/17/17	Standard Prints	6.72
7/17/17	Standard Prints	507.84
7/17/17	Standard Prints	.64
7/17/17	Standard Prints	.64
7/17/17	Standard Prints	.80
7/17/17	Standard Prints	.16
7/17/17	Standard Prints	31.36
7/17/17	Standard Prints	.32

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/17/17	Standard Prints	29.60
7/17/17	Standard Prints	4.80
7/17/17	Color Prints	2.20
7/17/17	Color Prints	2.20
7/17/17	Color Prints	2.20
7/17/17	Color Prints	47.85
7/17/17	Color Prints	47.85
7/17/17	Color Prints	14.85
7/17/17	Color Prints	.55
7/17/17	Scanned Images	1.60
7/17/17	Scanned Images	.48
7/17/17	Scanned Images	.16
7/17/17	Gerardo Mijares-Shafai, Taxi, Overtime Transportation	13.25
7/17/17	Scott Price, Taxi, Overtime Transportation	27.95
7/17/17	Laura Krucks, Taxi, Late night Travel.	8.50
7/18/17	Standard Prints	3.52
7/18/17	Standard Prints	3.68
7/18/17	Standard Prints	3.04
7/18/17	Standard Prints	9.44
7/18/17	Standard Prints	1.76
7/18/17	Standard Prints	1.76
7/18/17	Standard Prints	9.60
7/18/17	Standard Prints	.16
7/18/17	Standard Prints	15.52
7/18/17	Standard Copies or Prints	.16
7/18/17	Standard Prints	1.76
7/18/17	Color Prints	.55
7/18/17	Color Prints	1.65
7/18/17	Color Prints	2.20
7/18/17	Color Prints	26.40
7/18/17	Color Prints	12.10
7/18/17	Scanned Images	3.52
7/18/17	Gerardo Mijares-Shafai, Taxi, Overtime Transportation	17.82
7/19/17	Standard Prints	.32
7/19/17	Standard Prints	2.72
7/19/17	Standard Prints	4.00
7/19/17	Standard Prints	1.76
7/19/17	Standard Prints	2.88
7/19/17	Standard Prints	19.52
7/19/17	Color Prints	5.50
7/19/17	Color Prints	12.10
7/19/17	Color Prints	1.65
7/19/17	Color Prints	29.70
7/19/17	Matthew Fagen, Airfare, Richmond, VA 07/23/2017 to 07/24/2017, Prepare for and attend hearing.	1,206.40
7/19/17	Matthew Fagen, Agency Fee, Prepare for and attend hearing.	58.00

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/19/17	Laura Krucks, Taxi, Late night Travel.	10.25
7/19/17	Laura Krucks, Taxi, Late night Travel.	9.50
7/20/17	Standard Prints	5.60
7/20/17	Standard Prints	25.60
7/20/17	Standard Prints	.48
7/20/17	Standard Prints	1.76
7/20/17	Standard Prints	2.24
7/20/17	Standard Prints	.16
7/20/17	Standard Prints	.16
7/20/17	Color Prints	23.65
7/20/17	Color Prints	49.50
7/20/17	Color Prints	2.20
7/20/17	Color Prints	12.10
7/20/17	Color Prints	18.15
7/20/17	Color Prints	17.05
7/20/17	Color Prints	7.15
7/20/17	Color Prints	1.10
7/20/17	Color Prints	1.10
7/20/17	Color Prints	1.10
7/20/17	Scanned Images	2.24
7/20/17	Scanned Images	3.36
7/20/17	Overnight Delivery, Fed Exp to:Jeremy Williams, RICHMOND,VA from:Ryan Besaw	53.12
7/21/17	Standard Prints	2.72
7/21/17	Standard Prints	.32
7/21/17	Standard Prints	.80
7/21/17	Standard Prints	3.20
7/21/17	Standard Prints	.64
7/21/17	Standard Prints	13.12
7/21/17	Standard Prints	17.28
7/21/17	Standard Prints	4.32
7/21/17	Color Prints	40.15
7/21/17	Color Prints	21.45
7/21/17	Color Prints	222.75
7/21/17	Color Prints	4.40
7/21/17	Color Prints	5.50
7/21/17	Color Prints	13.75
7/21/17	Color Prints	18.70
7/21/17	Color Prints	21.45
7/21/17	Color Prints	39.05
7/21/17	Color Prints	6.60
7/21/17	Color Prints	9.35
7/21/17	Color Prints	9.35
7/21/17	Color Prints	7.15
7/21/17	Color Prints	2.20
7/21/17	Color Prints	1.65

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/21/17	Scanned Images	.64
7/21/17	Scanned Images	1.92
7/21/17	Scanned Images	.48
7/21/17	Scanned Images	.48
7/21/17	Production Blowbacks	450.10
7/21/17	Garry Hartlieb, Airfare, Richmond, VA 07/23/2017 to 07/24/2017, Attend hearing.	1,067.41
7/21/17	Garry Hartlieb, Agency Fee, Attend hearing.	21.00
7/21/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
7/22/17	Laura Krucks, Airfare, Richmond, VI 07/23/2017 to 07/24/2017, Attend Court Hearing.	1,058.81
7/22/17	Laura Krucks, Agency Fee, Attend Court Hearing.	58.00
7/22/17	Matthew Fagen, Taxi, Overtime taxi.	13.30
7/22/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
7/23/17	Laura Krucks, Lodging, Richmond, VI 07/23/2017 to 07/24/2017, Attend Court Hearing.	179.01
7/23/17	Matthew Fagen, Lodging, Richmond, VA 07/23/2017 to 07/24/2017, Prepare for and attend hearing.	286.65
7/23/17	Steven Serajeddini, Airfare, Richmond, VA 07/23/2017 to 07/24/2017, Restructuring	574.20
7/23/17	Steven Serajeddini, Agency Fee, Restructuring	58.00
7/23/17	Garry Hartlieb, Transportation To/From Airport, Attend hearing.	52.40
7/23/17	Matthew Fagen, Transportation To/From Airport, Prepare for and attend hearing.	64.61
7/23/17	Laura Krucks, Travel Meals, Chicago, IL Attend Court Hearing.	21.70
7/23/17	Garry Hartlieb, Travel Meals, Chicago, IL Attend hearing.	12.78
7/23/17	Steven Serajeddini, Travel Meals, Chicago, IL Restructuring	51.26
7/23/17	Matthew Fagen, Travel Meals, New York, NY Prepare for and attend hearing.	35.53
7/24/17	Standard Prints	2.08
7/24/17	Standard Prints	.80
7/24/17	Standard Prints	1.44
7/24/17	Standard Prints	2.24
7/24/17	Standard Prints	5.60
7/24/17	Standard Prints	6.40
7/24/17	Standard Prints	1.28
7/24/17	Color Prints	15.95
7/24/17	Color Prints	3.85
7/24/17	Color Prints	1.10
7/24/17	Color Prints	1.10
7/24/17	Color Prints	2.75
7/24/17	Color Prints	4.95
7/24/17	Color Prints	13.75
7/24/17	Scanned Images	1.92
7/24/17	Scanned Images	4.80
7/24/17	Matthew Fagen, Taxi, Prepare for and attend hearing.	7.82
7/24/17	Matthew Fagen, Taxi, Prepare for and attend hearing.	6.25
7/24/17	Garry Hartlieb, Lodging, Richmond, VA 07/23/2017 to 07/24/2017, Attend hearing.	283.25

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/24/17	Steven Serajeddini, Lodging, Richmond, VA 07/23/2017 to 07/24/2017, Restructuring	191.48
7/24/17	Steven Serajeddini, Airfare, Chicago, IL 07/23/2017 to 07/24/2017, Restructuring	574.20
7/24/17	Garry Hartlieb, Transportation To/From Airport, Attend hearing.	16.53
7/24/17	Garry Hartlieb, Transportation To/From Airport, Attend hearing.	57.80
7/24/17	Steven Serajeddini, Transportation To/From Airport, Restructuring	27.00
7/24/17	Matthew Fagen, Transportation To/From Airport, Prepare for and attend hearing.	43.06
7/24/17	Matthew Fagen, Transportation To/From Airport, Prepare for and attend hearing.	42.60
7/24/17	Garry Hartlieb, Travel Meals, Chicago, IL Attend hearing. Matthew Fagen, Laura Krucks, Ciara Foster, Maureen McCarthy	78.26
7/24/17	Garry Hartlieb, Travel Meals, Chicago, IL Attend hearing.	22.76
7/24/17	Steven Serajeddini, Travel Meals, Richmond, VA Restructuring	5.26
7/24/17	Steven Serajeddini, Travel Meals, Richmond, VA Restructuring	17.20
7/24/17	Steven Serajeddini, Travel Meals, Richmond, DE Restructuring	5.49
7/24/17	Matthew Fagen, Travel Meals, Richmond, VA Prepare for and attend hearing.	46.43
7/24/17	E-SUPERIOR DOCUMENT SERVICES INC - 707 E MAIN STREET SUITE 150 (TP), Court Reporter Deposition, Printing/binding materials for 7/11/17 omnibus hearing.	34.70
7/24/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
7/25/17	Standard Prints	1.12
7/25/17	Standard Prints	.96
7/25/17	Standard Prints	.48
7/25/17	Standard Prints	9.12
7/25/17	Standard Prints	.16
7/25/17	Standard Prints	.64
7/25/17	Color Prints	2.20
7/25/17	Color Prints	2.20
7/25/17	Color Prints	6.60
7/25/17	Color Prints	18.15
7/25/17	Color Prints	14.85
7/25/17	Color Prints	18.15
7/25/17	Color Prints	1.10
7/25/17	Scanned Images	.96
7/26/17	Standard Prints	.64
7/26/17	Color Prints	.55
7/26/17	Color Prints	5.50
7/27/17	Standard Prints	1.12
7/27/17	Standard Prints	9.28
7/27/17	Standard Prints	.16
7/27/17	Color Prints	2.75
7/27/17	Color Prints	2.75
7/27/17	Color Prints	11.00
7/28/17	Standard Prints	4.64
7/28/17	Standard Prints	4.96
7/28/17	Color Prints	18.15
7/28/17	Color Prints	5.50

Legal Services for the Period Ending July 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/28/17	Scanned Images	.16
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	.50
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Conf. Charges through 7-31-2017	
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	27.69
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Telephone conferences regarding Gymboree.	
	TOTAL EXPENSES	\$ 30,689.03

August 2017

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 17, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5186410
Client Matter: 42462-27

In the matter of Expenses

For legal services rendered through August 31, 2017
(see attached Description of Legal Services for detail) \$.00

For expenses incurred through August 31, 2017
(see attached Description of Expenses for detail) \$ 28,808.65

Total legal services rendered and expenses incurred \$ 28,808.65

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/10/17	Steven Serajeddini, Cell Phone Calls, Verizon 02/11/2017 to 03/10/2017, Restructuring	33.92
5/10/17	Steven Serajeddini, Cell Phone Calls, Verizon 04/11/2017 to 05/10/2017, Restructuring	54.16
6/10/17	Steven Serajeddini, Cell Phone Calls, Verizon 05/11/2017 to 06/10/2017, Restructuring	60.77
6/12/17	BOSTON COACH CORPORATION, Transportation to/from airport, Joshua Sussberg	221.42
6/15/17	FLIK, Catering Expenses, Client Meeting (5), Fagen, Matthew C, 6/15/2017	40.00
6/15/17	FLIK, Catering Expenses, Client Meeting (5), Fagen, Matthew C, 6/15/2017	40.00
6/16/17	E-BOSTON COACH CORPORATION - PO BOX 33063 (NT), Transportation to/from Airport, OPPENHEIM CARRIE T Richmond International Airport RICHMOND	170.00
6/16/17	E-BOSTON COACH CORPORATION - PO BOX 33063 (NT), Transportation to/from Airport, ROTH MARTIN L E. BYRD STREET RICHMOND RIC/UA Richmond International Airport	187.17
6/16/17	E-BOSTON COACH CORPORATION - PO BOX 33063 (NT), Transportation to/from Airport, KRUCKS LAURA ELIZABETH RIC/UA Richmond International Airport S 12TH STREET OMNI RICHMOND HOTEL RICHMOND	170.00
6/16/17	E-BOSTON COACH CORPORATION - PO BOX 33063 (NT), Transportation to/from Airport, BOW TIMOTHY ROBERT Richmond International Airport S 12TH STREET OMNI RICHMOND HOTEL RICHMOND	175.00
6/16/17	E-BOSTON COACH CORPORATION - PO BOX 33063 (NT), Transportation to/from Airport, HARTLIEB GARRY DANIEL Richmond International Airport S 12TH STREET OMNI RICHMOND HOTEL RICHMOND	175.00
6/16/17	E-BOSTON COACH CORPORATION - PO BOX 33063 (NT), Transportation to/from Airport, HARTLIEB GARRY DANIEL E BYRD ST DELOITTE RICHMOND RICHMOND Richmond International Airport	159.20
6/16/17	E-BOSTON COACH CORPORATION - PO BOX 33063 (NT), Transportation to/from Airport, BOW TIMOTHY ROBERT E Main St RICHMOND RIC/UA Richmond International Airport	168.52
6/16/17	FLIK, Catering Expenses, Client Meeting (5), Fagen, Matthew C, 6/16/2017	40.00
6/16/17	FLIK, Catering Expenses, Client Meeting (5), Fagen, Matthew C, 6/16/2017	40.00
6/20/17	Steven Serajeddini, Airfare, Richmond, VA 06/20/2017 to 06/22/2017, Restructuring	603.20
6/22/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Steven Serajeddini, 6/22/20176	176.02
6/22/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Steven Serajeddini, 6/22/20171	107.10
6/30/17	Josh Sussberg, Airfare, San Francisco, CA 07/05/2017 to 07/05/2017, Attend UCC meeting.	1,066.11
6/30/17	Josh Sussberg, Airfare, San Francisco, CA 07/06/2017 to 07/06/2017, Attend UCC meeting.	1,060.00

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/30/17	E-WINDY CITY LIMOUSINE - S 25TH AVENUE (NT), Transportation to/from Airport, TIMOTHY ROBERT BOW from RESIDENCE - W HURON ST to 10000 West O'Hare 06/10/2017	86.40
6/30/17	E-WINDY CITY LIMOUSINE - S 25TH AVENUE (NT), Transportation to/from Airport, TIMOTHY ROBERT BOW from 10000 West O'Hare to RESIDENCE - W HURON ST 06/12/2017	90.40
6/30/17	E-WINDY CITY LIMOUSINE - S 25TH AVENUE (NT), Transportation to/from Airport, CARRIE T OPPENHEIM from RESIDENCE - N. LINCOLN AVE. to 10000 West O'Hare 06/10/2017	87.60
6/30/17	E-WINDY CITY LIMOUSINE - S 25TH AVENUE (NT), Transportation to/from Airport, CARRIE T OPPENHEIM from 10000 West O'Hare to RESIDENCE - N. LINCOLN AVE. 06/12/2017	91.60
7/05/17	Josh Sussberg, Internet, Attend UCC meeting.	12.99
7/05/17	Josh Sussberg, Internet, Attend UCC meeting.	12.99
7/05/17	Josh Sussberg, Lodging, San Francisco, CA 07/05/2017 to 07/06/2017, Attend UCC meeting.	350.00
7/05/17	Josh Sussberg, Travel Meals, Houston, TX Attend UCC meeting.	18.13
7/05/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, THAPER,SHARAD, 7/5/2017	479.07
7/05/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, KRUCKS,LAURA, 7/5/2017	21.61
7/06/17	FLIK, Catering Expenses, Client Meeting (20), Bow Timothy R, 7/6/2017	160.00
7/06/17	FLIK, Catering Expenses, Client Meeting (20), Bow Timothy R, 7/6/2017	160.00
7/06/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MIJARESSHAFI,GERARDO, 7/6/2017	108.05
7/07/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MIJARESSHAFI,GERARDO, 7/7/2017	168.30
7/07/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, WELCH,MELINDA, 7/7/2017	7.28
7/08/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FEDELL,JAIME, 7/8/2017	21.61
7/09/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FEDELL,JAIME, 7/9/2017	108.05
7/09/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, KRUCKS,LAURA, 7/9/2017	21.61
7/10/17	Steven Serajeddini, Cell Phone Calls, Verizon 06/11/2017 to 07/10/2017, Restructuring	63.30
7/10/17	Ben Tyson, Internet, Attend second day hearing	14.95
7/10/17	Ben Tyson, Internet, Attend second day hearing	15.95
7/10/17	Josh Sussberg, Teleconference, Telephonic hearing.	70.00
7/10/17	Ben Tyson, Lodging, Richmond, VA 07/10/2017 to 07/11/2017, Attend second day hearing	179.51
7/10/17	Ben Tyson, Agency Fee, Attend second day hearing	58.00
7/10/17	Ben Tyson, Airfare, Washington, DC 07/10/2017 to 07/10/2017, Attend second day hearing	359.20

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/10/17	Ben Tyson, Airfare, Chicago, IL 07/10/2017 to 07/10/2017, Attend second day hearing	529.40
7/10/17	Ciara Foster, Airfare, New York to Richmond 07/10/2017 to 07/10/2017, Gymboree hearing.	249.20
7/10/17	Ciara Foster, Airfare, New York to Richmond 07/10/2017 to 07/10/2017, Gymboree hearing.	9.00
7/10/17	Ben Tyson, Transportation To/From Airport, Attend second day hearing	154.57
7/10/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Maureen McCarthy, 7/10/20174	103.10
7/10/17	Ben Tyson, Travel Meals, Richmond, VA Attend second day hearing	25.00
7/10/17	Josh Sussberg, Travel Meals, New York, NY Telephonic hearing.	52.02
7/10/17	E-BON APPETIT - PO BOX 50196 (TP), Catering Services, 7/6- Lunch for Client Meeting	264.60
7/11/17	Ben Tyson, Taxi, Attend second day hearing	5.00
7/11/17	Ben Tyson, Taxi, Attend second day hearing	9.23
7/11/17	Ben Tyson, Taxi, Attend second day hearing	27.18
7/11/17	Ben Tyson, Transportation To/From Airport, Attend second day hearing	60.80
7/11/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Maureen McCarthy, 7/11/20171	107.10
7/11/17	Ben Tyson, Travel Meals, Richmond, VA Attend second day hearing	3.06
7/11/17	Ben Tyson, Travel Meals, Richmond, VA Attend second day hearing	6.30
7/11/17	Ben Tyson, Travel Meals, Richmond, VA Attend second day hearing	6.01
7/11/17	UNITED DISPATCH, Overtime Transportation, J FOSTER, 07/11/2017	21.50
7/13/17	FLIK, Catering Expenses, Client Meeting (25), Fagen, Matthew C, 7/13/2017	200.00
7/13/17	FLIK, Catering Expenses, Client Meeting (25), Fagen, Matthew C, 7/13/2017	1,000.00
7/13/17	FLIK, Catering Expenses, Client Meeting (40), Fagen, Matthew C, 7/13/2017	320.00
7/13/17	FLIK, Catering Expenses, Client Meeting (40), Fagen, Matthew C, 7/13/2017	320.00
7/13/17	FLIK, Catering Expenses, Client Meeting (12), Foster, Ciara, 7/13/2017	480.00
7/13/17	FLIK, Catering Expenses, Client Meeting (12), Foster, Ciara, 7/13/2017	216.00
7/14/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, BALASSA/GABOR HILL ROAD WINNETKA IL 60093 to Chicago O'hare International Airport 07/10/2017	100.85
7/14/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, BALASSA/GABOR Chicago O'hare International Airport to HILL ROAD WINNETKA IL 60093 07/11/2017	96.80
7/14/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, KRUCKS/LAURA ELIZABETH N. SANDBURG TERRACE CHICAGO IL 60610 to Chicago O'hare International Airport 07/10/2017	109.20
7/14/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, KRUCKS/LAURA ELIZABETH Chicago O'hare International Airport to N. SANDBURG TERRACE CHICAGO IL 60610 07/11/2017	84.75
7/14/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, BESAW/RYAN CHRISTOPHER W SUPERIOR ST. CHICAGO IL 60654 to Chicago O'hare International Airport 07/10/2017	80.75

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/14/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, BESA W/RYAN CHRISTOPHER Chicago O'hare International Airport to W SUPERIOR ST. CHICAGO IL 60654 07/11/2017	84.75
7/14/17	FLIK, Catering Expenses, Client Meeting (10), Foster, Ciara, 7/14/2017	80.00
7/14/17	FLIK, Catering Expenses, Client Meeting (10), Foster, Ciara, 7/14/2017	80.00
7/14/17	FLIK, Catering Expenses, Client Meeting (10), Foster, Ciara, 7/14/2017	80.00
7/14/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, TYSON,BEN, 7/14/2017	151.27
7/16/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/05/2017	20.00
7/16/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/06/2017	18.07
7/16/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/11/2017	20.00
7/16/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/13/2017	20.00
7/17/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FEGAN,MATTHEW C, 7/17/2017	45.63
7/17/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, TYSON,BEN, 7/17/2017	64.83
7/18/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, KAMRACZEWSKI,MARY B, 7/18/2017	86.44
7/18/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, TYSON,BEN, 7/18/2017	21.61
7/19/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, TYSON,BEN, 7/19/2017	43.22
7/20/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, TYSON,BEN, 7/20/2017	266.97
7/20/17	Ciara Foster, Taxi, OT transportation.	14.76
7/20/17	Ciara Foster, Overtime Meals - Attorney, OT meal.	20.00
7/21/17	Overnight Delivery, Fed Exp to:Josh Sussberg, MARGATE CITY,NJ from:Joshua Sussberg	17.17
7/21/17	Maureen McCarthy, Airfare, Richmond, VA 07/24/2017 to 07/24/2017, Restructuring	529.40
7/21/17	Maureen McCarthy, Airfare, Chicago, IL 07/24/2017 to 07/24/2017, Restructuring	574.40
7/21/17	VITAL TRANSPORTATION INC, Passenger: FOSTER,CIARA Transportation to/from airport, Date: 7/11/2017	71.81
7/21/17	Ciara Foster, Overtime Meals - Attorney, OT meal.	20.00
7/23/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Steven Serajeddini, 7/23/2017	103.10
7/23/17	Ciara Foster, Travel Meals, Richmond, VA Gymboree hearing.	59.85
7/23/17	Ciara Foster, Travel Meals, New York, NY Gymboree hearing.	37.66
7/23/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER,CIARA, 7/23/2017	22.81
7/24/17	Ciara Foster, Taxi, Gymboree hearing (court to office).	6.25

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/24/17	Ciara Foster, Lodging, Richmond, VA 07/23/2017 to 07/24/2017, Gymboree hearing.	179.01
7/24/17	Maureen McCarthy, Lodging, Richmond, VA 07/24/2017 to 07/24/2017, Restructuring	193.74
7/24/17	Maureen McCarthy, Agency Fee, Restructuring	58.00
7/24/17	Ciara Foster, Transportation To/From Airport, Gymboree hearing.	15.56
7/24/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Steven Serajeddini, 7/24/2017	107.10
7/24/17	Ciara Foster, Travel Meals, Richmond, VA Gymboree hearing.	7.95
7/24/17	Ciara Foster, Travel Meals, Richmond, VA Gymboree hearing.	23.62
7/24/17	Ciara Foster, Travel Meals, Richmond, VA Gymboree hearing.	17.36
7/24/17	Ciara Foster, Travel Meals, Richmond, VA Gymboree hearing. Garry Hartlieb, Laura Krucks	111.49
7/26/17	Overnight Delivery, Fed Exp to:Jeremy Williams, RICHMOND,VA from:Matt Fagen	7.82
7/27/17	Ciara Foster, Transportation To/From Airport, Gymboree hearing.	79.95
7/28/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, MCCARTHY/MAUREEN B 07/23/2017	98.00
7/28/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, MCCARTHY/MAUREEN B 07/24/2017	84.75
7/28/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, KRUCKS/LAURA ELIZABETH 47995 07/23/2017	96.85
7/28/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, KRUCKS/LAURA ELIZABETH 47995 07/24/2017	84.75
7/29/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Billable OT Meal	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/22/2017	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/23/2017	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/17/2017	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/25/2017	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/21/2017	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/19/2017	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/20/2017	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/24/2017	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/26/2017	20.00
7/30/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 07/27/2017	20.00

Legal Services for the Period Ending August 31, 2017

The Gymbooree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Third party telephone charges	5.19
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, July teleconferences	4.02
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls.	14.06
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls and taxes.	56.23
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls and taxes.	4.34
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconferencing	9.91
7/31/17	E-WINDY CITY LIMOUSINE - S 25TH AVENUE (NT), Transportation to/from Airport, TIMOTHY ROBERT BOW from W HURON ST to 10000 West O'Hare 07/10/2017	86.40
7/31/17	E-WINDY CITY LIMOUSINE - S 25TH AVENUE (NT), Transportation to/from Airport, TIMOTHY ROBERT BOW from 10000 West O'Hare to W HURON ST 07/11/2017	90.40
8/01/17	Standard Copies or Prints	.32
8/01/17	Standard Prints	.64
8/01/17	Standard Prints	9.28
8/01/17	Scanned Images	2.72
8/01/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER,CIARA, 8/1/2017	44.25
8/02/17	Standard Prints	.64
8/02/17	Standard Prints	8.16
8/02/17	Standard Prints	4.96
8/02/17	Color Prints	1.10
8/02/17	Color Prints	5.50
8/02/17	Color Prints	11.55
8/02/17	Color Prints	7.15
8/02/17	Color Prints	18.15
8/02/17	Scanned Images	.16
8/02/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 8/2/2017	20.00
8/02/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER,CIARA, 8/2/2017	22.13
8/03/17	Standard Prints	1.12
8/03/17	Standard Prints	.32
8/03/17	Standard Prints	3.20
8/03/17	Standard Prints	.16
8/03/17	Color Prints	5.50

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/03/17	Color Prints	11.55
8/03/17	Color Prints	12.65
8/03/17	Color Prints	4.40
8/03/17	Color Prints	4.40
8/03/17	Color Prints	.55
8/03/17	Color Prints	13.20
8/03/17	Color Prints	5.50
8/03/17	Color Prints	11.55
8/03/17	Scanned Images	1.60
8/03/17	Scanned Images	3.52
8/03/17	Scanned Images	1.60
8/03/17	Scanned Images	.64
8/03/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Maureen McCarthy on 8/3/2017	60.00
8/03/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
8/04/17	Standard Prints	1.28
8/04/17	Standard Prints	1.60
8/04/17	SUNNY'S WORLDWIDE - Transportation to/from airport-07/05/17.	182.49
8/04/17	SUNNY'S WORLDWIDE - Transportation to/from airport-07/06/17.	222.69
8/04/17	SUNNY'S WORLDWIDE - Transportation to/from airport-07/10/17.	83.49
8/04/17	VITAL TRANSPORTATION INC, Passenger: FOSTER,CIARA Transportation to/from airport, Date: 7/23/2017	54.84
8/05/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Kefer John Exempt Billable OT Meal	20.00
8/06/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/01/2017	20.00
8/06/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/02/2017	20.00
8/07/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference Calls	29.57
8/07/17	Standard Copies or Prints	1.28
8/07/17	Standard Prints	1.44
8/07/17	Standard Prints	3.68
8/07/17	Standard Prints	8.00
8/07/17	Standard Prints	8.80
8/07/17	Color Prints	13.20
8/07/17	Color Prints	22.00
8/07/17	Color Prints	13.20
8/07/17	Color Prints	13.75
8/07/17	Scanned Images	2.56
8/07/17	Scanned Images	2.24
8/07/17	Scanned Images	2.24
8/07/17	Scanned Images	2.88
8/07/17	Scanned Images	6.40
8/07/17	Scanned Images	4.96

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/07/17	Scanned Images	5.44
8/07/17	John Kefer, Taxi, Overtime transportation	15.08
8/07/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
8/08/17	Standard Prints	.96
8/08/17	Standard Prints	4.00
8/08/17	Standard Prints	2.72
8/08/17	Standard Prints	9.60
8/08/17	Standard Prints	8.00
8/08/17	Standard Prints	2.56
8/08/17	Standard Prints	43.20
8/08/17	Binding	.70
8/08/17	Tabs/Indexes/Dividers	.39
8/08/17	Color Prints	18.70
8/08/17	Color Prints	11.00
8/08/17	Color Prints	1.10
8/08/17	Scanned Images	.64
8/08/17	Scanned Images	.48
8/08/17	Scanned Images	.16
8/08/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Maureen McCarthy on 8/8/2017	20.00
8/08/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 8/8/2017	420.42
8/08/17	Ciara Foster, Taxi, OT transportation.	15.76
8/09/17	Standard Prints	3.84
8/09/17	Standard Prints	19.20
8/09/17	Color Prints	18.70
8/09/17	Color Prints	17.60
8/09/17	Color Prints	3.85
8/09/17	Color Prints	18.70
8/09/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Allyson Smith on 8/9/2017	34.00
8/09/17	John Kefer, Taxi, Overtime transportation	15.20
8/09/17	Ciara Foster, Overtime Meals - Attorney, OT meal.	20.00
8/10/17	Martin Roth, Cell Phone Calls, Verizon Wireless 07/11/2017 to 08/10/2017, Cellular Calls	.87
8/10/17	Standard Prints	2.08
8/10/17	Standard Prints	.80
8/10/17	Standard Prints	3.20
8/10/17	Standard Prints	1.60
8/10/17	Standard Prints	11.36
8/10/17	Color Prints	6.05
8/10/17	Color Prints	11.00
8/10/17	Color Prints	3.30
8/10/17	Color Prints	1.65

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/10/17	Color Prints	3.85
8/10/17	Color Prints	3.30
8/10/17	Color Prints	3.30
8/10/17	Color Prints	3.85
8/10/17	Color Prints	3.30
8/10/17	Color Prints	8.25
8/10/17	Color Prints	11.00
8/10/17	Color Prints	10.45
8/10/17	Color Prints	11.00
8/10/17	Color Prints	11.00
8/10/17	Scanned Images	3.36
8/10/17	Scanned Images	1.92
8/10/17	Scanned Images	8.00
8/10/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Allyson Smith on 8/10/2017	51.00
8/10/17	Ciara Foster, Taxi, OT transportation.	22.25
8/10/17	John Kefer, Taxi, Overtime transportation	15.07
8/10/17	Thomas Dobleman, Taxi, uber from office to home	24.04
8/10/17	Laura Krucks, Taxi, Late night transportation.	17.60
8/10/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
8/11/17	Martin Roth, Cell Phone Calls, Verizon Wireless 08/11/2017 to 09/10/2017, Cellular Calls	2.52
8/11/17	Standard Prints	1.92
8/11/17	Standard Prints	.32
8/11/17	Standard Prints	1.60
8/11/17	Standard Prints	.48
8/11/17	Color Prints	4.95
8/11/17	Color Prints	14.30
8/11/17	Color Prints	3.85
8/11/17	Color Prints	.55
8/11/17	Color Prints	11.55
8/11/17	Color Prints	6.05
8/11/17	Scanned Images	.32
8/11/17	VITAL TRANSPORTATION INC, Passenger: FOSTER,CIARA Transportation to/from airport, Date: 7/24/2017	54.84
8/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Maureen McCarthy on 7/18/2017	40.00
8/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Maureen McCarthy on 7/27/2017	40.00
8/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Maureen McCarthy on 7/7/2017	100.00

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Gerardo Mijaresshafai on 7/7/2017	103.00
8/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Maureen McCarthy on 7/28/2017	20.00
8/11/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Jaimie Fedell on 7/9/2017	5.00
8/12/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 8/12/2017	69.00
8/12/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, John Kefer, Exempt OT Meal	20.00
8/13/17	E-COMET MESSENGER SERVICE INC - PO BOX A3426 (NT) Outside Messenger Service, 300 N LA SALLE to 10 S LA SALLE ST 08/09/2017	76.26
8/13/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Foster Ciara 08/08/2017	20.00
8/14/17	Standard Prints	9.44
8/14/17	Standard Prints	.32
8/14/17	Standard Prints	1.60
8/14/17	Standard Prints	.64
8/14/17	Color Prints	29.70
8/14/17	Color Prints	14.85
8/14/17	Scanned Images	9.28
8/14/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BOW,TIMOTHY, 8/14/2017	50.93
8/15/17	Standard Copies or Prints	3.04
8/15/17	Standard Prints	24.64
8/15/17	Standard Prints	.64
8/15/17	Standard Prints	18.40
8/15/17	Standard Prints	6.24
8/15/17	Standard Copies or Prints	2.24
8/15/17	Standard Prints	2.88
8/15/17	Standard Prints	3.36
8/15/17	Standard Prints	14.08
8/15/17	Color Copies or Prints	48.95
8/15/17	Color Prints	4.95
8/15/17	Color Prints	14.30
8/15/17	Color Prints	3.30
8/15/17	Color Prints	3.85
8/15/17	Color Prints	11.00
8/15/17	Color Prints	11.00
8/15/17	Color Prints	10.45
8/15/17	Color Prints	4.40
8/15/17	Color Prints	.55

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/15/17	Color Prints	7.70
8/15/17	Color Prints	20.35
8/15/17	Color Prints	7.70
8/15/17	Color Prints	14.85
8/15/17	Color Prints	11.00
8/15/17	Color Prints	3.30
8/15/17	Color Prints	13.75
8/15/17	Color Prints	8.80
8/15/17	Color Prints	4.40
8/15/17	Color Prints	1.10
8/15/17	Color Prints	8.25
8/15/17	Color Prints	7.70
8/15/17	Color Prints	14.85
8/15/17	Color Prints	8.80
8/15/17	Color Prints	14.85
8/15/17	Color Copies or Prints	16.50
8/15/17	Color Prints	19.80
8/15/17	Color Prints	24.20
8/15/17	E-CT CORPORATION - PO BOX 4349 (NT), Filing Fees, State filings.	2,496.00
8/15/17	John Kefer, Taxi, Overtime transportation	11.69
8/15/17	John Kefer, Taxi, Overtime transportation	4.00
8/15/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
8/16/17	Standard Prints	.64
8/16/17	Standard Prints	.32
8/16/17	Standard Prints	2.40
8/16/17	Standard Prints	10.56
8/16/17	Standard Prints	1.76
8/16/17	Standard Prints	2.08
8/16/17	Standard Prints	3.52
8/16/17	Standard Prints	1.60
8/16/17	Color Prints	17.60
8/16/17	Color Prints	5.50
8/16/17	Color Prints	4.95
8/16/17	Color Prints	2.75
8/16/17	Color Prints	3.30
8/16/17	Color Prints	2.20
8/16/17	Color Prints	3.85
8/16/17	Color Prints	2.75
8/16/17	Color Prints	.55
8/16/17	Color Prints	3.30
8/16/17	Color Prints	11.00
8/16/17	Color Prints	11.55
8/16/17	Color Prints	6.05
8/16/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER,CIARA, 8/16/2017	132.77
8/16/17	John Kefer, Taxi, Overtime transportation	11.47

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/16/17	John Kefer, Overtime Meals - Attorney, Overtime meal	20.00
8/17/17	Standard Prints	.32
8/17/17	Standard Prints	3.68
8/17/17	Standard Prints	.96
8/17/17	Standard Prints	.48
8/17/17	Color Prints	6.05
8/17/17	Color Prints	5.50
8/17/17	Color Prints	22.55
8/17/17	Color Prints	22.55
8/18/17	Standard Prints	.64
8/18/17	Standard Prints	21.76
8/18/17	Color Prints	8.25
8/18/17	Color Prints	22.55
8/18/17	Color Prints	19.25
8/18/17	Color Prints	.55
8/18/17	Scanned Images	4.80
8/18/17	E-CT CORPORATION - PO BOX 4349 (NT), Filing Fees, Filing fees.	1,178.00
8/20/17	E-COMET MESSENGER SERVICE INC - PO BOX A3426 (NT) Outside Messenger Service, 300 N LA SALLE to S PRAIRIE AVE 08/20/2017	101.68
8/20/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/15/2017	19.84
8/20/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/17/2017.	20.00
8/21/17	Standard Prints	1.60
8/21/17	Standard Prints	.80
8/21/17	Standard Prints	1.28
8/21/17	Standard Prints	6.56
8/21/17	Standard Prints	.16
8/21/17	Standard Prints	.80
8/21/17	Color Prints	1.65
8/21/17	Color Prints	9.90
8/21/17	Color Prints	7.15
8/21/17	Color Prints	20.35
8/21/17	Color Prints	2.75
8/21/17	Color Prints	11.00
8/21/17	Color Prints	11.00
8/21/17	Color Prints	2.75
8/21/17	Color Prints	2.75
8/21/17	Scanned Images	1.60
8/21/17	Scanned Images	3.20
8/21/17	Scanned Images	.32
8/21/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Local Transportation, MORRIS/KEVIN L N LASALLE CHICAGO IL 60654 to DILLION COURT DOWNERS GROVE IL	104.10
8/22/17	Standard Prints	1.92
8/22/17	Standard Prints	.64

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/22/17	Standard Prints	6.72
8/22/17	Standard Prints	4.16
8/22/17	Standard Prints	.16
8/22/17	Color Prints	29.15
8/22/17	Color Prints	3.85
8/22/17	Color Prints	12.10
8/22/17	Color Prints	4.40
8/22/17	Color Prints	1.10
8/22/17	Color Prints	.55
8/22/17	Color Prints	7.70
8/22/17	Color Prints	3.85
8/22/17	Color Prints	7.70
8/22/17	Color Prints	29.15
8/22/17	Color Prints	29.15
8/22/17	Scanned Images	.16
8/22/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 8/22/2017	29.00
8/22/17	John Kefer, Overtime Meals - Attorney, Overtime meals	20.00
8/23/17	Standard Prints	8.48
8/23/17	Standard Prints	1.44
8/23/17	Standard Prints	2.72
8/23/17	Standard Prints	6.56
8/23/17	Standard Prints	.48
8/23/17	Standard Prints	8.16
8/23/17	Standard Prints	1.28
8/23/17	Standard Prints	2.56
8/23/17	Color Prints	7.70
8/23/17	Color Prints	1.65
8/23/17	Color Prints	16.50
8/23/17	Color Prints	19.25
8/23/17	Color Prints	6.05
8/23/17	Color Prints	19.25
8/23/17	Color Prints	18.70
8/23/17	Color Prints	6.05
8/23/17	Color Prints	.55
8/23/17	Color Prints	6.05
8/23/17	Color Prints	7.70
8/23/17	Color Prints	1.65
8/23/17	Color Prints	17.05
8/23/17	Color Prints	17.05
8/23/17	Color Prints	18.70
8/23/17	Color Prints	5.50
8/23/17	Color Prints	6.05
8/23/17	Color Prints	4.40
8/23/17	Color Prints	4.95

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/23/17	Color Prints	8.25
8/23/17	Color Prints	17.05
8/23/17	Color Prints	26.95
8/23/17	Color Prints	20.35
8/23/17	Color Prints	17.05
8/23/17	Scanned Images	5.44
8/23/17	Scanned Images	5.44
8/23/17	Scanned Images	9.12
8/23/17	Scanned Images	9.12
8/23/17	Scanned Images	13.44
8/23/17	John Kefer, Taxi, Overtime travel	10.00
8/24/17	Standard Copies or Prints	5.12
8/24/17	Standard Prints	2.72
8/24/17	Standard Prints	17.76
8/24/17	Standard Prints	3.68
8/24/17	Standard Prints	3.20
8/24/17	Color Prints	15.40
8/24/17	Color Prints	6.60
8/24/17	Color Prints	5.50
8/24/17	Color Prints	3.30
8/24/17	Color Prints	1.65
8/24/17	Color Prints	9.90
8/24/17	Color Prints	3.30
8/24/17	Color Prints	1.10
8/24/17	Color Prints	3.30
8/24/17	Color Prints	9.90
8/24/17	Color Prints	17.60
8/24/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MIJARESSHAFALGERARDO, 8/24/2017	234.00
8/25/17	Standard Prints	.32
8/25/17	Standard Prints	7.36
8/25/17	Standard Prints	1.76
8/25/17	Standard Prints	.16
8/25/17	Color Prints	15.40
8/25/17	Scanned Images	9.12
8/25/17	Scanned Images	9.44
8/25/17	Overnight Delivery, Fed Exp to:Josh Sussberg, MARGATE CITY,NJ from:Joshua Sussberg	19.92
8/25/17	Matthew Fagen, Taxi, Overtime taxi.	130.62
8/27/17	SUNNY'S WORLDWIDE - Transportation to/from airport-07/23/17.	193.91
8/27/17	SUNNY'S WORLDWIDE - Transportation to/from airport-07/23/17.	120.68
8/27/17	SUNNY'S WORLDWIDE - Transportation to/from airport-07/24/17.	183.56
8/27/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/22/2017	20.00
8/27/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/23/2017	20.00

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/27/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/24/2017	20.00
8/27/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/25/2017	20.00
8/27/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/21/2017	20.00
8/28/17	Standard Prints	9.28
8/28/17	Standard Prints	9.28
8/28/17	Standard Prints	28.48
8/28/17	Standard Prints	9.60
8/28/17	Standard Prints	3.04
8/28/17	Standard Prints	4.80
8/28/17	Standard Prints	1.28
8/28/17	Color Prints	1.10
8/28/17	Color Prints	1.10
8/28/17	Color Prints	1.10
8/28/17	Color Prints	6.05
8/28/17	Color Prints	3.30
8/28/17	Color Prints	.55
8/28/17	Color Prints	16.50
8/28/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, KRUCKS/LAURA ELIZABETH Crown Cars service 08/23/2017	80.75
8/28/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (TP) Transportation to/from Airport, KRUCKS/LAURA ELIZABETH Crown Cars service 08/25/2017	84.75
8/28/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BOW,TIMOTHY, 8/28/2017	42.55
8/29/17	Josh Sussberg, Airfare, Richmond, VA 09/07/2017 to 09/07/2017, Attend hearing.	703.20
8/29/17	Josh Sussberg, Agency Fee, Attend hearing.	58.00
8/30/17	Timothy Bow, Airfare, Richmond, VA 09/05/2017 to 09/07/2017, Gymboree Hearing	1,148.40
8/30/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BOW,TIMOTHY, 8/30/2017	21.27
8/30/17	Gerardo Mijares-Shafai, Taxi, Overtime Transportation	12.50
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	.12
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	5.76
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	4.91
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	.20
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	.95
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	1.08

Legal Services for the Period Ending August 31, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	.28
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	2.04
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	.91
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	19.39
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Outside teleconference	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	1.99
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Telecom charges.	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	25.43
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls and taxes.	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	55.09
	COLLECTIONS CENTER DRIVE (TP), Teleconference, teleconferencing services	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	21.13
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	5.24
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Telephone conferences with clients.	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	8.80
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Telephone conferences regarding Gymboree Corporation.	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	1.25
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference	
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	25.94
	COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference calls.	
8/31/17	Gerardo Mijares-Shafai, Airfare, Richmond, VA 09/05/2017 to 09/07/2017, Gymboree Hearing	58.00
8/31/17	Gerardo Mijares-Shafai, Airfare, Richmond, VA 09/05/2017 to 09/07/2017, Gymboree Hearing	507.00
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272	1.10
	COLLECTIONS CENTER DRIVE (TP), Filing Fees, Conference calls on 8/29/17	
8/31/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BOW,TIMOTHY, 8/31/2017	116.68
	TOTAL EXPENSES	\$ 28,808.65

September 2017

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

FEIN 36-1326630

October 27, 2017

The Gymboree Corporation
Vice President, General Counsel
500 Howard Street
San Francisco, CA 94105

Attention: Kimberly Holtz MacMillan

Invoice Number: 5210926
Client Matter: 42462-27

In the matter of Expenses

For legal services rendered through September 7, 2017
(see attached Description of Legal Services for detail) \$.00

For expenses incurred through September 7, 2017
(see attached Description of Expenses for detail) \$ 18,967.78

Total legal services rendered and expenses incurred \$ 18,967.78

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/19/17	Josh Sussberg, Airfare, New York, NY to Richmond, VA (roundtrip) 07/23/2017 to 07/24/2017, Attend disclosure statement hearing.	1,364.40
7/19/17	Josh Sussberg, Agency Fee, Attend disclosure statement hearing.	58.00
7/23/17	Josh Sussberg, Lodging, Richmond, VA 07/23/2017 to 07/24/2017, Attend disclosure statement hearing.	286.65
7/23/17	Josh Sussberg, Travel Meals, New York, NY Attend disclosure statement hearing.	7.77
7/24/17	Josh Sussberg, Taxi, Attend disclosure statement hearing.	35.00
8/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls.	22.56
8/31/17	Ciara Foster, Taxi, OT transportation.	19.10
8/31/17	Ciara Foster, Overtime Meals - Attorney, OT transportation.	20.00
9/01/17	Overnight Delivery, Fed Exp to:Josh Sussberg, MARGATE CITY,NJ from:Joshua Sussberg	19.88
9/01/17	Overnight Delivery, Fed Exp to:Matt Fagen,OCEAN CITY,NJ from:Matthew Fagen	19.88
9/01/17	Laura Krucks, Agency Fee, Confirmation Hearing.	58.00
9/01/17	Laura Krucks, Airfare, Chicago, IL to Richmond, VA (roundtrip) 09/06/2017 to 09/07/2017, Attend Confirmation Hearing.	1,081.20
9/01/17	Gabor Balassa, Airfare, to and from Chicago, IL to Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing	1,081.20
9/01/17	Gabor Balassa, Agency Fee, Confirmation hearing	58.00
9/01/17	Maureen McCarthy, Airfare, Chicago, IL to Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing.	574.20
9/01/17	Maureen McCarthy, Airfare, Richmond, VA to Chicago, IL 09/05/2017 to 09/07/2017, Attend confirmation hearing.	507.00
9/01/17	Maureen McCarthy, Agency Fee, Confirmation hearing	58.00
9/01/17	E-RESTRUCTURING CONCEPTS LLC - 8 EAST RANDOLPH STREET (NT), Computer Database Research, Chapter 11 Dockets Usage by Ciara Foster on 8/1/2017	20.00
9/02/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, KRUCKS,LAURA, 9/2/2017	88.48
9/03/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MIJARESSHAFAI,GERARDO, 9/3/2017	132.71
9/03/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER,CIARA, 9/3/2017	22.66
9/03/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Mijares-Shafai Gerardo Exempt OT Meal	20.00
9/03/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/30/2017	20.00
9/03/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/31/2017	20.00
9/03/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/29/2017	20.00

Legal Services for the Period Ending September 7, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/03/17	E-SEAMLESS NORTH AMERICA LLC - PO BOX 12470 (TP), Overtime Meal - Attorney, Fagen Matthew 08/28/2017	20.00
9/04/17	Gerardo Mijares-Shafai, Airfare, Chicago, IL to Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing	582.80
9/04/17	Gerardo Mijares-Shafai, Agency Fee, Confirmation hearing	58.00
9/04/17	Gerardo Mijares-Shafai, Agency Fee, Confirmation hearing	58.00
9/04/17	Ciara Foster, Airfare, New York, NY to Richmond, VA (round trip) 09/05/2017 to 09/07/2017, Attend confirmation hearing.	603.20
9/04/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, KRUCKS,LAURA, 9/4/2017	99.65
9/04/17	Laura Krucks, Taxi, Late night transportation.	9.25
9/05/17	Scott Lerner, Internet, Confirmation hearing	6.99
9/05/17	Gabor Balassa, Internet, Confirmation hearing	6.99
9/05/17	Overnight Delivery, Fed Exp to:Jeremy Williams, RICHMOND,VA from:Ryan Besaw	53.50
9/05/17	Overnight Delivery, Fed Exp to:Jeremy Williams, RICHMOND,VA from:Ryan Besaw	60.86
9/05/17	Overnight Delivery, Fed Exp to:Jeremy Williams, RICHMOND,VA from:Ryan Besaw	41.15
9/05/17	Timothy Bow, Taxi, Confirmation hearing	23.19
9/05/17	Matthew Fagen, Taxi, Confirmation hearing preparations.	15.53
9/05/17	Matthew Fagen, Taxi, Confirmation hearing preparations.	6.77
9/05/17	Matthew Fagen, Taxi, Confirmation hearing preparations.	15.53
9/05/17	Ciara Foster, Taxi, Confirmation hearing.	9.93
9/05/17	Scott Lerner, Lodging, Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing	208.47
9/05/17	Gerardo Mijares-Shafai, Lodging, Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing	201.67
9/05/17	Laura Krucks, Lodging, Richmond, VI 09/05/2017 to 09/07/2017, Attend confirmation hearing.	208.47
9/05/17	Matthew Fagen, Lodging, Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing preparations.	566.50
9/05/17	Scott Lerner, Airfare, Chicago, IL to Richmond, VA 09/05/2017 to 09/05/2017, Attend confirmation hearing	507.00
9/05/17	Scott Lerner, Airfare, Richmond, VA to Chicago, IL 09/07/2017 to 09/07/2017, Attend confirmation hearing	574.20
9/05/17	Scott Lerner, Agency Fee, Confirmation hearing	58.00
9/05/17	Steven Serajeddini, Airfare, Chicago, IL to Richmond, VA 09/06/2017 to 09/07/2017, Attend confirmation hearing	574.20
9/05/17	Steven Serajeddini, Agency Fee, Confirmation hearing	58.00
9/05/17	Steven Serajeddini, Airfare, Richmond, VA to New York, NY 09/06/2017 to 09/08/2017, Attend confirmation hearing	603.20
9/05/17	Matthew Fagen, Airfare, New York, NY to Richmond, VA (round trip) 09/05/2017 to 09/07/2017, Attend confirmation hearing preparations.	1,206.40
9/05/17	Matthew Fagen, Agency Fee, Confirmation hearing preparations.	58.00
9/05/17	Gabor Balassa, Agency Fee, Confirmation hearing	58.00

Legal Services for the Period Ending September 7, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/05/17	Ben Tyson, Airfare, Chicago, IL to Richmond, VA 09/07/2017 to 09/07/2017, Attend confirmation hearing	574.20
9/05/17	Ben Tyson, Airfare, Richmond, VA to Chicago, IL 09/06/2017 to 09/06/2017, Attend confirmation hearing	507.00
9/05/17	Ben Tyson, Agency Fee, Attend confirmation hearing	58.00
9/05/17	Gerardo Mijares-Shafai, Transportation To/From Airport, Confirmation Hearing	33.87
9/05/17	Gerardo Mijares-Shafai, Transportation To/From Airport, Confirmation hearing	23.95
9/05/17	Matthew Fagen, Transportation To/From Airport, Confirmation hearing preparations.	64.11
9/05/17	Matthew Fagen, Transportation To/From Airport, Confirmation hearing preparations.	28.28
9/05/17	Ciara Foster, Transportation To/From Airport, Confirmation hearing.	22.16
9/05/17	Scott Lerner, Travel Meals, Chicago, IL Confirmation hearing	5.95
9/05/17	Gerardo Mijares-Shafai, Travel Meals, Chicago Confirmation hearing	7.41
9/05/17	Laura Krucks, Travel Meals, Chicago, IL Confirmation hearing.	10.64
9/05/17	Matthew Fagen, Travel Meals, New York, NY Confirmation hearing preparations.	25.06
9/05/17	Matthew Fagen, Travel Meals, Richmond, VA Confirmation hearing preparations. Timothy Bow, Laura Krucks, Ciara Foster, Gerardo Mijares-Shafai	150.00
9/05/17	Timothy Bow, Travel Meals, Chicago, IL Confirmation hearing	8.53
9/05/17	Gabor Balassa, Travel Meals, Richmond, VA Confirmation hearing Scott Lerner	60.00
9/05/17	Ciara Foster, Travel Meals, New York Confirmation hearing.	26.45
9/05/17	Ciara Foster, Travel Meals, New York Confirmation hearing.	13.16
9/05/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MIJARESSHAFAI,GERARDO, 9/5/2017	44.24
9/05/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER,CIARA, 9/5/2017	45.32
9/06/17	Ben Tyson, Internet, Attend confirmation hearing	9.95
9/06/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls on 9/6 and 9/8/17	3.48
9/06/17	Matthew Fagen, Taxi, Confirmation hearing preparations.	9.62
9/06/17	Ciara Foster, Taxi, Confirmation hearing.	10.94
9/06/17	Scott Lerner, Lodging, Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing	208.47
9/06/17	Gerardo Mijares-Shafai, Lodging, Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing	201.67
9/06/17	Laura Krucks, Lodging, Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing.	208.47
9/06/17	Ben Tyson, Lodging, Richmond, VA 09/06/2017 to 09/07/2017, Attend confirmation hearing	201.67
9/06/17	Josh Sussberg, Airfare, New York, NY to Richmond, VA 09/07/2017 to 09/07/2017, Attend confirmation hearing.	682.20
9/06/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Steven Serajeddini, 9/6/201717	102.30
9/06/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Steven Serajeddini, 9/6/201721	132.89

Legal Services for the Period Ending September 7, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/06/17	Scott Lerner, Travel Meals, Richmond, VA, Attend confirmation hearing	11.58
9/06/17	Steven Serajeddini, Travel Meals, Richmond, VA Confirmation hearing	30.00
9/06/17	Gerardo Mijares-Shafai, Travel Meals, Richmond, VA Confirmation hearing	90.00
	Matthew Fagen, Ciara Foster	
9/06/17	Matthew Fagen, Travel Meals, Richmond, VA Confirmation hearing preparations. Jeremy Williams-Kutak Rock, Michael Condyles-Kutak Rock, Peter Barrett-Kutak Rock, Timothy Bow, Ciara Foster, Laura Krucks, Gerardo Mijares-Shafai, Maureen McCarthy	240.00
9/06/17	Gabor Balassa, Travel Meals, Richmond, VA confirmation hearing Scott Lerner	60.00
9/06/17	Timothy Bow, Travel Meals, Richmond, VA Confirmation hearing	13.58
9/06/17	Ben Tyson, Travel Meals, Richmond, VA Attend confirmation hearing	25.96
9/06/17	Ciara Foster, Travel Meals, New York Confirmation hearing.	30.00
9/06/17	Maureen McCarthy, Filing Fees, Confirmation hearing	70.00
9/06/17	E-CT LIEN SOLUTIONS - PO BOX 301133 (NT), Outside Retrieval Service, Cert Copy of Certificate of Inc & All Amend/Mrgr; Certificate of Good Standing	491.00
9/07/17	Gerardo Mijares-Shafai, Taxi, Confirmation hearing	4.25
9/07/17	Timothy Bow, Taxi, Confirmation hearing	15.79
9/07/17	Timothy Bow, Taxi, Confirmation hearing	10.05
9/07/17	Steven Serajeddini, Lodging, Richmond, VA 09/06/2017 to 09/07/2017, Confirmation hearing	248.13
9/07/17	Gabor Balassa, Lodging, Richmond, VA 09/05/2017 to 09/07/2017, Attend confirmation hearing	358.02
9/07/17	Timothy Bow, Lodging, Richmond, VA 09/05/2017 to 09/06/2017, Confirmation hearing	202.81
9/07/17	Timothy Bow, Lodging, Richmond, VA 09/06/2017 to 09/07/2017, Confirmation hearing	208.47
9/07/17	Maureen McCarthy, Lodging, Richmond, VA 09/06/2017 to 09/07/2017, Confirmation hearing	208.47
9/07/17	Ciara Foster, Lodging, Richmond 09/05/2017 to 09/05/2017, Confirmation hearing.	208.47
9/07/17	Ciara Foster, Lodging, Richmond 09/06/2017 to 09/06/2017, Confirmation hearing.	208.47
9/07/17	Gerardo Mijares-Shafai, Transportation To/From Airport, Confirmation hearing	32.34
9/07/17	Matthew Fagen, Transportation To/From Airport, Confirmation hearing preparations.	42.06
9/07/17	Gabor Balassa, Transportation To/From Airport, Confirmation hearing	29.58
9/07/17	Steven Serajeddini, Transportation To/From Airport, Confirmation hearing	35.00
9/07/17	Scott Lerner, Travel Meals, Richmond, VA Confirmation hearing	29.35
9/07/17	Scott Lerner, Travel Meals, Richmond, VA Confirmation hearing Gabor Balassa	39.78
9/07/17	Scott Lerner, Travel Meals, Richmond, VA Confirmation hearing	11.58
9/07/17	Steven Serajeddini, Travel Meals, Richmond, VA Confirmation hearing	35.01
9/07/17	Laura Krucks, Travel Meals, Richmond, VA Confirmation hearing.	39.14
9/07/17	Matthew Fagen, Travel Meals, New York, NY Confirmation hearing preparations Ciara Foster	24.38
9/07/17	Matthew Fagen, Travel Meals, Richmond, VA Confirmation hearing preparations. Jeremy Williams-Kutak Rock, Michael Condyles-Kutak Rock, Ciara Foster, Timothy Bow, Laura Krucks, Gerardo Mijares-Shafai, Maureen McCarthy	210.00
9/07/17	Gabor Balassa, Travel Meals, Richmond, VA Confirmation hearing	12.23

Legal Services for the Period Ending September 7, 2017

The Gymboree Corporation

27 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/07/17	Ciara Foster, Travel Meals, Richmond Confirmation hearing.	28.59
9/07/17	Ciara Foster, Travel Meals, Richmond Confirmation hearing.	8.56
9/07/17	Gabor Balassa, Tips, Confirmation hearing	7.00

TOTAL EXPENSES

\$ 18,967.78

Exhibit K

Proposed Order

James H.M. Sprayregen, P.C.
Anup Sathy, P.C. (admitted *pro hac vice*)
Steven N. Serajeddini (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

-and-

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Matthew C. Fagen (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Co-Counsel to the Reorganized Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
	)	Chapter 11
)	
THE GYMBOREE CORPORATION, <i>et al.</i> , ¹	)	Case No. 17-32986 (KLP)
)	
Reorganized Debtors.	)	(Jointly Administered)
)	

**ORDER GRANTING FINAL
FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE
PERIOD FROM JUNE 11, 2017 THROUGH AND INCLUDING SEPTEMBER 7, 2017**

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, include: The Gymboree Corporation (5258); Giraffe Intermediate B, Inc. (0659); Gym-Card, LLC (5720); Gym-Mark, Inc. (6459); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, Inc. (6461); Gymboree Operations, Inc. (6463); and S.C.C. Wholesale, Inc. (6588). The location of the Reorganized Debtors' service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

Upon the *Final Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the Period from June 11, 2017 Through and Including September 7, 2017* [Docket No. [●]] (the “Fee Application”) as counsel for the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) for the period June 11, 2017 through and including September 7, 2017 (the “Fee Period”) for entry of an order (this “Order”), the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) orders as follows:

1. Compensation to Kirkland & Ellis LLP and Kirkland & Ellis International LLP (“K&E”) for professional services rendered during the Fee Period is allowed on a final basis in the amount of \$3,368,274.00.
2. Reimbursement to K&E for expenses incurred during the Fee Period is allowed on a final basis in the amount of \$96,476.04.
3. The Reorganized Debtors are authorized and directed to pay K&E all fees and expenses allowed pursuant to this Order.

Richmond, Virginia

THE HONORABLE KEITH L. PHILLIPS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Michael A. Condyles

Michael A. Condyles (VA 27807)

Peter J. Barrett (VA 46179)

Jeremy S. Williams (VA 77469)

KUTAK ROCK LLP

901 East Byrd Street, Suite 1000

Richmond, Virginia 23219-4071

Telephone: (804) 644-1700

Facsimile: (804) 783-6192

- and -

James H.M. Sprayregen, P.C.

Anup Sathy, P.C. (admitted *pro hac vice*)

Steven N. Serajeddini (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

- and -

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)

Matthew C. Fagen (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Co-Counsel to the Reorganized Debtors

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Michael A. Condyles